



27TH
ANNUAL REPORT
2024-2025

SIMPLEX MILLS COMPANY LIMITED

Board of Directors

Shri Shekhar R Singh
Smt. Sita Sunil
Shri Manish Harshey

Chief Executive Officer and Chief Financial Officer

Smt. Fatima Fernandes

Company Secretary

Smt. Kalyani Natekar(w.e.f.01.06.2024)

Statutory Auditors

Khandelwal and Mehta LLP
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. : 022-23082951

Registrar and Transfer Agent

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Lower Parel (East),
Mumbai-400 011
Tel.:022- 4970 0138, 3522 0312
Email: support@purvashare.com

CONTENTS

	Page Nos.
Notice	1-09
Directors' Report	10-17
Management Discussion and Analysis Report	18-19
Corporate Governance Report	20-28
Auditor's Report	29-37
Balance Sheet	38
Statement of Profit and Loss	39
Statement of Changes in Equity	40
Cash Flow Statement	41
Notes to Financial Statements	42-63

27th Annual General Meeting of the Company will be held on Tuesday, the 5th August, 2025 at 10:00 a.m. through Video Conferencing(VC)/Other Audio Visual Means(OAVM)

NOTICE

NOTICE is hereby given that the Twenty-Seventh **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** (the Company) will be held on Tuesday, 5th day of August, 2025 at 10:00 a.m. through Video Conferencing (VC)/ other Audio Video Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Directors' and Auditors' thereon.

2. Appointment of Director in place of those retiring by rotation

To appoint a Director in place of Shri Shekhar R Singh (DIN: 03357281), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Regulation

24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent of the Members be and is hereby accorded for the appointment of M/s. Taher Sapatwala & Associates, Practicing Company Secretaries (Firm Registration Number: S2016MH378000 and Peer Review Certificate No. 2703/2022), as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the financial year 2025-2026 to the financial year 2029-2030, at such remuneration to be mutually agreed upon between the Board of Directors and the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify and/or revise the terms and conditions of the said appointment, including the remuneration of M/s. Taher Sapatwala & Associates, as it may deem appropriate, and to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.”

By order of the Board of Directors

Kalyani Natekar
Company Secretary

Mumbai, 20th May, 2025
CIN L65900MH1998PLC116585

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

NOTES:

1. The Ministry of Corporate Affairs, Government of India (MCA) has vide its circular No. 9/2023 dated 25 September 2023, read with circulars dated 5th May 2020, 13th April 2020, 8th April 2020, 13th January 2021, 8th December 2021 and 28th December 2022 (collectively referred to as the MCA Circulars) permitted the holding of the General Meeting through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and the MCA Circulars, the

27th Annual General Meeting (the AGM or the Meeting) of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The Company has engaged National Securities Depository Limited (NSDL), to provide the VC facility for conducting the AGM and for voting through remote e-voting and e-voting at the AGM. The procedure for participating in the Meeting through VC/OAVM, forms part of this Notice.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, in respect of the Special Business under Item Number 3 of the

SIMPLEX MILLS COMPANY LIMITED

Notice dated 20th May, 2025 is appended hereto. The relevant details of the Directors seeking re-appointment pursuant to the Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 is given in Annexure to this Notice.

4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with and, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of the AGM are not annexed to this Notice

5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the NSDL e-voting website at www.evoting.nsdl.com the facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act

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, and relevant documents referred to in the Notice of this AGM will be available electronically (scanned copy) for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to mills@simplex-group.com by mentioning name and Folio number / DP ID and Client ID.

7. Pursuant to Regulation 46 of the SEBI Listing Regulations and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.simplex-group.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited, www.bseindia.com and is also available on the website of e-voting agency i.e. NSDL at www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1) (b) of the SEBI Listing Regulations, the Company also sending letters to the Members whose e-mail ids are not

registered with Company's RTA/DP providing web-link of Company's website from where the complete details of the Annual Report 2024-2025 is available.

8. Book Closure

The Register of Members and Transfer Books of the Company will be closed from Wednesday, the 30th July, 2025 to Tuesday, the 5th August, 2025 (both days inclusive) for the purpose of the AGM or any adjournment thereof.

9. Nomination Facility

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 <https://simplex-group.com/report.php>. Members are requested to submit the said details to their Depository Participants (DP) in case the shares are held by them in electronic form or to Registrar and Transfer Agent (RTA) in case the shares are held in physical form.

The format of the Register of Members prescribed by the MCA under the Act, requires the Company / RTA 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 RTA. Members holding shares in electronic form are requested to submit the details to their respective DP.

10. Updation of PAN and other details

The SEBI, vide its circular dated 16th March, 2023 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. As per the circular, w.e.f. 1st October, 2023, any service requests or complaints received from the Members, will not be processed by RTA till the aforesaid details/ documents are provided by the Shareholders. On or after 1st October, 2023, in case any of the above

cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

Further Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after 31st December, 2025.

11. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s RTA /their Depository Participants, in respect of shares held in physical/electronic mode respectively.
12. In accordance with Regulation 40(1) 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 while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/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 website of the Company at <https://simplex-group.com / report.php>.

13. Voting through Electronic means

- I In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standards-2 on General Meetings issued by ICSI and Regulation 44 of 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 in respect of business to be transacted as mentioned in the Notice of the AGM.

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:

The remote e-voting period begins on Saturday, the 2nd August, 2025 at 9:00 a.m. and ends on Monday, the 4th August, 2025 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 29th July, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, the 29th July, 2025.

Instructions for Remote e-Voting





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 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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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. 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 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 hold 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <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 style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

- B. Login Method 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 log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 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 134101 then user ID is 134101001

5. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button
8. After you click on the “Login” button, Home page of e-Voting will open

Step 2 : Cast your vote electronically on NSDL e-Voting system

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbinitthakur@gmail.com with a copy marked to evoting@nsdl.com. 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.
2. 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.
3. 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 : 022 - 4886 7000 or send a request at evoting@nsdl.com

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 RESOLUTION SET OUT IN THIS NOTICE:

1. 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 mills@simplex-group.com
2. 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 mills@simplex-group.com. 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 for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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: -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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 ARE AS UNDER:

1. 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 General 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.

2. 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.
3. 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 before Tuesday, the 29th July, 2025. 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.
4. Members who need assistance before or during the AGM, can at 022-48867000/, or send an email at evoting@nsdl.com.
- II The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) i.e. Tuesday, the 29th July, 2025.
- III The Company has appointed Shri Binit Kumar (Membership No. FCS 10859 /CP No.21698), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Remote e-Voting, 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 submit 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 www.simplex-group.com and on the website of NSDL within two days of passing of the resolution at the AGM of the Company and communicated to BSE Limited.

SIMPLEX MILLS COMPANY LIMITED

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under **Item Number 3** of the accompanying Notice dated 20th May, 2025

Item Number 3

Pursuant to the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI LODR Regulations), which shall come into effect from 1st April, 2025, the appointment of Secretarial Auditor(s) is now required to be approved by the shareholders at the Annual General Meeting of the Company.

M/s. Taher Sapatwala & Associates, Company Secretaries (Firm Registration Number: S2016MH378000), a proprietorship firm led by Shri Taher Sapatwala (FCS No.:8029; COP No.: 16149), has been serving as the Secretarial Auditor of the Company since financial year 2019-2020. The firm is peer-reviewed, bearing Peer Review Certificate No2703/2022, and holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India. Shri Taher Sapatwala has a post-

qualification experience of more than 9 years as a Company Secretary in Practice and an overall professional experience of about 15 years.

In term of Regulation 15(2) of SEBI listing Regulations, the compliance with the provisions of Regulation 24A of SEBI listing regulations pertaining to the appointment of Secretarial Auditors is not applicable. As a measure of good Corporate Governance, the Company has voluntarily undertaken Secretarial Audit of its records and operations.

Accordingly, The Board of Directors, at its meeting held on 20th May, 2025, based on the recommendation of the Audit Committee, has approved the appointment of M/s.Taher Sapatwala & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025–26 upto the financial year 2029-2030, at a remuneration as may be mutually agreed upon between the Board of Director and Secretarial Auditor from time to time.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item Number 3 of the Notice for your approval.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**Re-appointment of Shri Shekhar R Singh (DIN 03357281)****Item Number: 2**

Shri Shekhar R Singh joined the Board of the Company on 19th January, 2013. He is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company. He is also a Director on the Board of Simplex Papers Limited and the member of the Audit Committee and Nomination and Remuneration Committee of the Simplex Papers Limited.

Shri Shekhar R Singh aged 40 years, is a commerce graduate, law graduate, post graduate diploma in Securities Law and a Fellow Member of the Institute of Company Secretaries and having more than eighteen years of experience in the field of Corporate Laws and SEBI matters. Shri Shekhar R Singh does not hold by himself or for other person on a beneficial basis, any shares in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Shekhar R Singh as a Director.

Shri Shekhar R Singh has attended all the Five Board Meetings held during the year. Further, he is not related to any Director or Key Managerial Personnel of the Company.

Except Shri Shekhar R Singh, Being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item Number 2.

The Board recommends the Resolution as at Item Number 2 of the Notice for your approval.

By order of the Board of Directors

Kalyani Natekar
Company Secretary

Mumbai, 20th May, 2025
CIN L65900MH1998PLC116585

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

SIMPLEX MILLS COMPANY LIMITED

DIRECTORS' REPORT

To
The Members,

Your Directors present the Annual Report, together with the Audited Accounts for the year ended 31st March, 2025.

FINANCIAL RESULTS

(₹ in '000)

Particulars	2024-2025	2023-2024
Profit before Depreciation, Finance Costs, Exceptional Items and Taxation	2,067.00	1,063.37
Less: Depreciation	92.04	369.25
Less: Finance Costs	2,292.21	2,102.85
Loss before Exceptional Items and Tax	(317.25)	(1,408.73)
Add/(Less): Exceptional Items (net)	-	-
Loss before Tax	(317.25)	(1,408.73)
Loss after Tax for the year	(317.25)	(1,408.73)

DIVIDEND

Your Directors do not recommend any dividend for the financial year under review.

OPERATIONS

Your Company has reported total income of ₹ 7,856.81 thousands as compared to total income of ₹ 6,110.63 thousands in the previous financial year. Net loss after tax is ₹ 317.25 thousands during the year ended 31st March, 2025 as compared to net loss of ₹ 1,408.73 thousands in the previous financial year.

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.

SHARE CAPITAL

The paid up equity share capital as on 31st March, 2025 was Rs.30, 004 thousand. During the year under review, the Company has not issued any equity shares.

TRANSFER TO RESERVES

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

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, your Company does 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.

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 Companies Act, 2013 (the Act) are given in the notes to the Financial Statements.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Shekhar R Singh (DIN:03357281), Director of the Company, is liable to retire by rotation at the 27 Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board recommends his re-appointment. A brief profile of Shri Shekhar R Singh together with other related information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and Secretarial Standard-2 has been furnished in the Notice convening the AGM.

Key Managerial Personnel

The following persons are the Key Managerial Personnel (KMP) of the Company pursuant to Sections 2 (51) and 203 of the Act read with the Rules framed thereunder:

- i. Smt. Fatima Fernandes - Chief Executive Officer and Chief Financial Officer
- ii. Smt. Kalyani Natekar - Company Secretary (w.e.f. 1st June 2024)

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 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 number of meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report which forms part of this 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 5th February, 2025, *inter-alia*, for

- Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- Evaluation of performance of the Chairman of the Company, taking into views of Executive and Non-Executive Directors.
- Evaluation of the quality, content and time line 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 of 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://simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/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.

PARTICULARS OF EMPLOYEES

During the year, there was no employee in the Company 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 I** and forms part of this Report.

AUDITORS

i. Statutory Auditors

Khandelwal and Mehta LLP, Chartered Accountants, Mumbai (ICAI Firm's Registration No. W100084), were appointed as the Statutory Auditors of the Company in the 24th Annual General Meeting held on 2nd August, 2022 for the first term of five consecutive years i.e., from financial year 2022-23 to 2026-27. The Statutory Auditors of the Company have submitted their Independent Auditors Report on the Financial Statements of the Company for the year ended

31st March, 2025 and they have given an unmodified opinion(s) report on the Financial Statements for the year under review.

ii. **Cost Auditors**

As there was no production during the year 2024-2025, 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 II** and forms part of this Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

In terms of Regulation 15(2) of the SEBI Listing Regulations, the compliance with the provision of Regulation 24A of the SEBI Listing Regulation, pertaining to the appointment of Secretarial Auditor is not applicable to the Company. As a measure of good Corporate Governance, the Company has voluntarily undertake Audit of its records and operations.

iv. **Internal Auditors**

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

FRAUD REPORTING

During the year under review, the Statutory Auditors, the Secretarial Auditors and the Internal 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 Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of the Listing Regulations is attached and forms part of this Report.

CORPORATE GOVERNANCE

The Company has complied with the provisions of Corporate Governance as stipulated in the BSE Listing Regulations on voluntary basis. 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:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently, and the judgements 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, 2025 and of the loss of the Company for the said period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the internal financial controls are 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. The details of the Policy are explained in the Corporate Governance Report and are also available on the Company's website on http://simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Final%20Whistle%20Blower%20Policy.pdf

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Act, copy of the Annual Return of the Company is placed on the website of the Company. The web link of the same is [http://www.simplex-group.com/upload_pdf/308Form_MGT-7%20\(SMCL\).pdf](http://www.simplex-group.com/upload_pdf/308Form_MGT-7%20(SMCL).pdf)

STOCK EXCHANGE

The Company's equity shares are listed at BSE Limited and the Annual Listing Fees for the year 2025-2026 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.

CORPORATE SOCIAL RESPONSIBILITY

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 Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, the Company is not required to formulate a policy on CSR and was not required to constitute a CSR Committee.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

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 part of this report.

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.

DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT

As at 31st March, 2025, there were two employees on the payroll of the Company. Thus, the Company was not required to constitute an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

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 Insolvency and Bankruptcy 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 THE 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 of Directors

Sita Sunil
Director
DIN: 00041722

Shekhar R Singh
Director
DIN: 03357281

Mumbai, 20th May, 2025

SIMPLEX MILLS COMPANY LIMITED

Annexure I

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 cum Chief Financial Officer and Company Secretary
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 31.03.2025
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 of Directors

Mumbai, 20th May, 2025

Sita Sunil
Director
DIN: 00041722

Shekhar R Singh
Director
DIN: 03357281

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2025

[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
(CIN: L65900MH1998PLC116585)
Corporate Office: 30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Jacob Circle, Mumbai 400011

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** (hereinafter called as 'the Company') having its registered office at Village Shivni, Taluka and District, Akola 444104, Maharashtra. 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, and subject to letter annexed herewith, I hereby report that in my opinion, the Company has, during the financial year ended on 31st March, 2025 (hereinafter called the "Audit 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 Audit Period 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 Audit Period);**

- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:
 - 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 and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
 - i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

SIMPLEX MILLS COMPANY LIMITED

(vi) There are no laws that are specifically applicable to the Company based on its sector / industry.

I have also examined compliance with the applicable clauses of the Secretarial Standards Pursuant to Section 118 (10) of the Act, issued by the Institute of Company Secretaries of India.

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

I further report that; the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors including woman director. 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.

During the year under review, the Company has appointed Smt. Kalyani Natekar (ACS 43341) as Company Secretary and Compliance Officer and designated as Key Managerial Personnel of the Company with effect from 1st June, 2024.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 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
For Taher Sapatwala & Associates
Company Secretaries
UDIN F008029G000372382
Peer Review Cert. No.: 2703/2022

Place: Mumbai
Date: 20th May, 2025

Annexure A

To
The Members,
SIMPLEX MILLS COMPANY LIMITED
(CIN: L65900MH1998PLC116585)
Mumbai

My Secretarial Audit Report for Financial Year ended on 31 March, 2025 of even date is to be read along with this letter

1. Maintenance of secretarial record 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 account of the Company.
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, regulation, 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
For Taher Sapatwala & Associates
Company Secretaries
UDIN F008029G000372382
Peer Review Cert. No.: 2703/2022

Place: Mumbai
Date: 20th May, 2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian Economy

Amidst a challenging and uncertain global macroeconomic environment, the Indian economy continues to demonstrate resilience, optimism, and growth momentum. Real GDP growth was estimated at 7.3% for FY 2023–24 and is expected to remain resilient at 7% in FY 2024–25, with continued momentum projected into FY 2025–26, supported by strong domestic demand, rising private capital expenditure, and infrastructure push.

India remains the fastest-growing major economy globally and has now emerged as the fifth-largest economy in nominal terms and third-largest in purchasing power parity (PPP) terms. According to the International Monetary Fund (IMF), India's contribution to global growth is expected to rise from the current 16% to 18% by 2028. Inflation is projected to moderate to 4.5% in FY 2025, providing a stable economic environment for industrial growth.

Indian Textile Industry

The Indian textile industry is one of the oldest and most diverse sectors of the economy, ranging from handlooms and handicrafts to capital-intensive modern mills. Its strong raw material base—comprising natural fibres (cotton, jute, silk, wool) and synthetic fibres (polyester, viscose, nylon)—supports a wide spectrum of textile and apparel production.

The sector is closely intertwined with agriculture and cultural heritage, while also playing a critical economic role by contributing to employment, exports, and industrial output. Government initiatives like the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS), and Mega Integrated Textile Region and Apparel (MITRA) parks are aimed at enhancing infrastructure, scale, and competitiveness.

OUTLOOK AND OPPORTUNITIES

India is currently the second-largest producer of textiles and garments and ranks third globally in textile and apparel exports. The sector's economic footprint includes:

- Contribution of 2.3% to GDP
- 12% share in export earnings
- 13% of industrial production
- Direct employment to over 45 million people, including 3.5 million handloom workers

Key growth trends and projections include:

- Indian textiles and apparel market projected to grow at a CAGR of 10%, reaching USD 350 billion by 2030
- Exports expected to touch USD 100 billion by 2030
- Global apparel market forecast to grow at 8% CAGR to reach USD 2.37 trillion by 2030
- Indian Technical Textiles market poised for 10% CAGR growth, with India ranked fifth globally in this segment
- The Manufacturing of Textiles Index stood at 112.4 in December 2023, signaling a sustained revival in textile output

India's demographic advantage, increasing disposable incomes, fashion awareness, and emphasis on sustainability are expected to further drive domestic and global demand for Indian textiles. The Company is well-positioned to capitalise on these opportunities through diversified product offerings, export market penetration, and quality-led manufacturing.

THREATS

The textile sector faces a variety of structural and external threats, including:

- Duty-free access granted to competitor countries in key markets like the US and Europe
- Volatile raw material prices and uncertainty in availability, especially for cotton and synthetic fibres
- Exchange rate fluctuations and rising interest rates impacting cost of capital and pricing
- Changing global fashion trends, consumer preferences, and demand cycles
- Technological gaps and limited adoption of automation and smart manufacturing
- Tariff and non-tariff trade barriers, along with quota systems affecting global competitiveness
- Dependence on uninterrupted power supply, skilled labour availability, and consistent policy support

Despite these challenges, the Indian textile sector is evolving through consolidation, digitisation, and quality benchmarking, with an aim to build scale and competitiveness.

OUTLOOK FOR FY 2025–26

The Company maintains a positive outlook for FY 2025–26, driven by:

- Anticipated rise in domestic consumption and fashion-conscious customer base
- Expanding global markets and diversification in export geographies
- Enhanced focus on value-added products, including technical textiles and sustainable fabrics
- Strategic investments in capacity expansion, automation, and green energy adoption
- Stronger focus on supply chain integration, digital transformation, and customer-centric product development

With a commitment to innovation, operational excellence, and responsible manufacturing, the Company aims to strengthen its leadership position in the textile industry while contributing meaningfully to India's economic growth story.

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.

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.

PERFORMANCE

The Company has reported total income of ₹ 7, 856.81 thousands as compared to ₹ 6,110.63 thousands in the previous year. The Company has reported a net loss of ₹ 317.25 thousands as compared to ₹ 1,408.73 thousands in the previous year.

KEY FINANCIAL RATIOS

The Key Financial Ratios for the financial year ended 31st March, 2025 are as under:

Particulars	2024-25	2023-24
Debtors Turnover	7.78	-
Inventory Turnover	-	-
Interest Coverage Ratio	0.86	0.33
Current Ratio	0.98	1.03
Debt Equity Ratio	-2.23	-2.29
EBITDA Margin (%)	26.31	17.40
Net Profit / (Loss) Margin (%)	-4.04	-23.05
Return on Net Worth (%)	-0.92	-4.17

Return on net worth, profit margin, Interest coverage and EBITDA margin was improved due to decrease in loss after tax in current year. There was no change in the inventory. There were no debtors in the previous year.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, 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, however differ materially from those expressed or implied.

SIMPLEX MILLS COMPANY LIMITED

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF 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.

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) the provisions of Corporate Governance as prescribed by the SEBI in Chapter IV read with Clause C of Schedule V of the SEBI Listing Regulations is not applicable to the Company. However, as a good governance practice, the Company has voluntarily prepared a Report on Corporate Governance.

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, 2025, the Board comprises of one 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, 2025, 5 (five) Board Meetings were held. The dates on which the said meetings were held are as follows:

17th May, 2024, 1st June, 2024, 6th August, 2024, 25th October, 2024 and 5th February, 2025.

Attendance of Directors at Board Meetings during 2024-25 and Directorship(s) and Committee Chairmanship(s)/Membership(s) of other companies as on 31st March, 2025:

Name	Category	No. of Board Meetings held - 5	No. of Directorships and Committee Chairmanship / Membership			Attendance at AGM held on 6 th August, 2024
		Attended				
			Other Directorship*	Committee Chairmanship(s)**	Committee Membership(s)**	
Shri Shekhar R Singh	Non-Executive	5	1	-	2	Yes
Smt. Sita Sunil	Independent on-Executive	5	1	2	2	Yes
Shri Manish Harshey	Independent Non-Executive	5	1	-	2	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 (Listed and Unlisted).*

c) Details of Directorship in other Listed Companies:

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

d) List of Core Skills/ Expertise /Competences of Directors

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

Industry	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 Shekhar R Singh	-	✓	✓	✓
Smt. Sita Sunil	-	✓	-	✓
Shri Manish Harshey	-	✓	-	✓

f) Other Disclosures

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 SEBI Listing Regulations and are independent of the management.

2. AUDIT COMMITTEE

During the year ended 31st March, 2025, 4 (four) Audit Committee Meetings were held. The dates on which the said meetings were held are as follows:

17th May, 2024, 6th August, 2024, 25th October, 2024 and 5th February, 2025.

The composition of the Audit Committee and the number of meetings attended by each Member during the year ended 31st March, 2025 is as follows:

Name of the Member	Designation	No. of Meetings held - 4
		Attended
Smt. Sita Sunil	Chairperson	4
Shri Shekhar R Singh	Member	4
Shri Manish Harshey	Member	4

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, Smt. Kalyani Natekar was acted 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

SIMPLEX MILLS COMPANY LIMITED

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 statement is correct, sufficient and credible;
- Recommending the appointment/re-appointment/replacement, if required, of Statutory Auditors, fixation of audit fees and approval of payments for any other services;
- Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of sub-section 3 (C) of Section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by the management.
 - Significant adjustments made in the Financial Statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - 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.

3. NOMINATION AND REMUNERATION COMMITTEE

During the year ended 31st March, 2025, 2 (Two) Nomination and Remuneration Committee meetings were held on 17th May, 2024 and 1st June, 2024.

The composition of the Nomination and Remuneration Committee and the number of meeting attended by each Member during the year ended 31st March, 2025 is as follows:

Name of the Member	Designation	No. of Meetings held - 2
		Attended
Smt. Sita Sunil	Chairperson	2
Shri Shekhar R Singh	Member	2
Shri Manish Harshey	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 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 http://simplex-group.com/upload_pdf/13186%20Nomination%20and%20Reumenration%20Policy.pdf

Details of remuneration paid to Directors during the year ended 31st March, 2025:

(₹ in '000)

Name	Salary, Perquisites & Allowances	Sitting fees
Shri Shekhar R Singh	Nil	24.50
Smt. Sita Sunil	Nil	24.50
Shri Manish Harshey	Nil	24.50

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year ended 31st March, 2025, 1 (one) Stakeholders Relationship Committee Meeting was held on 17th May, 2024.

The composition of Stakeholders Relationship Committee and the number of meetings attended

by each Member during the year ended 31st March, 2025 is as follows:

Name of Member	Designation	No. of Meeting held - 1
		Attended
Smt. Sita Sunil	Chairperson	1
Shri Shekhar R Singh	Member	1
Shri Manish Harshey	Member	1

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 Registrars and Share Transfer Agent (RTA) for handling the work relating to securities and to delegate powers to the RTA as may be deemed fit and to monitor all activities of the RTA;
- To consider and resolve the matters/ grievances of Shareholders / Investors in regard to the following:
 - Transfer/Transmission of shares
 - non-receipt of dividends

SIMPLEX MILLS COMPANY LIMITED

- 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 RTA, as the Committee may deem fit.

Investor Relations

During the year ended 31st March, 2025, no complaints from investors were received by the Company.

6. INDEPENDENT DIRECTORS' MEETING

During the year under review, Independent Directors met on 5th February, 2025, inter- alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the 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)

Location, Time and Date of the AGMs held during the last three years and special resolutions passed:

Financial Year	Date of AGM	Time	Location of the Meeting	Special Resolutions Passed
2021-22	02.08. 2022	11.00 A.M.	AGM was held through VC/OAVM. Deemed Venue: Registered office of the Company situated at Village Shivni, Taluka and District, Akola - 444104, Maharashtra.	Nil.

Financial Year	Date of AGM	Time	Location of the Meeting	Special Resolutions Passed
2022-23	01.08. 2023	11:00 A.M.	AGM was held through VC/OAVM. Deemed Venue: Registered office of the Company situated at Village Shivni, Taluka and District, Akola - 444104, Maharashtra.	To make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013
2023-24	06.08. 2024	10.00 A.M.	AGM was held through VC/OAVM. Deemed Venue: Registered office of the Company situated at Village Shivni, Taluka and District, Akola - 444104, Maharashtra.	To designate Smt. Sita Sunil(DIN 00041722) Director of the Company, as a Non-Executive Independent Director of the Company

Postal Ballot during the last year:

No Special Resolution was put through Postal Ballot at the last AGM nor is proposed at the forthcoming AGM.

8. DIRECTORS

Resume and other information regarding the Director seeking re-appointment as required by Regulation 36(3) of the SEBI Listing Regulations has been given in the Notice of the Twenty-Seventh 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 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 has been uploaded on the Company's website and the web-link for the same is - https://simplex-group.com/simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/SMCL%20Related%20Party%20Policy.pdf

The detailed disclosure as required by the Indian Accounting Standards (Ind AS) – 24 on Related Party Disclosures have 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/simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Familiarization%20Programm%20for%20Independent%20Direcotrs%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 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, 2025 was placed before the Board.

i) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2025 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.

10. MEANS OF COMMUNICATION

- a. The quarterly, half-yearly, nine months and full year results are published in The Financial Express (English edition) and Mahasagar, Akola (Regional edition).
- b. 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.
- c. At present, the Company does not make presentation to Institutional Investors and Analysts.
- d. The Management Discussion and Analysis is given separately in this Annual Report.

SIMPLEX MILLS COMPANY LIMITED

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/simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Prohibition%20of%20insider%20trading%20regulation%202015-r1.pdf

12. GENERAL INFORMATION FOR SHAREHOLDERS

i. Date, Time and Venue of ensuing AGM	Date: Tuesday, 5th August, 2025 Time: 10:00 A.M. Through Video Conferencing (VC)/Other Audio-Visual Mean(OAVM)
ii. Financial Calendar (2025-26)	First Quarterly Results - Upto 14th August, 2025 Second Quarterly Results - Upto 14th November, 2025 Third Quarterly Results - Upto 14th February, 2026 Annual Results - Upto 30th May, 2026
iii. Date of Book Closure	From Wednesday, 30th July, 2025 to Tuesday, 5th August, 2025 (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 ISIN	533018 INE457H01027

vii. Share Transfer Agent

Registrar and Share Transfer Agent

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,
Lower Parel (East), Mumbai -400 011
Tel No:- 022- 4970 0138, 3522 0312
Email:- support@purvashare.com

viii. Share Transfer System

In terms of Regulation 40(1) of 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.

ix. Shareholding Pattern as on 31st March, 2025

Category	Number of Shares held	Percentage of Shareholding
(A) Shareholding of Promoter and Promoter Group	21,354	71.17
(B) Public shareholding		
(1) Institutions		
(a) Mutual Funds/ UTI	1	0.00
(b) Financial Institutions/ Banks	45	0.15
(c) Insurance Companies	4,160	13.87
(2) Non-Institutions		
(a) Bodies Corporate	354	1.18
(b) Individuals -		
i. holding nominal share capital up to ₹ 2 lakh	3,304	11.01
ii. holding nominal share capital in excess of ₹ 2 lakh	339	1.13
(c) Non-Residents and Others	447	1.49
(d) Directors and their Relatives	0	0
Total Public Shareholding (B)= (B)(1) +(B)(2)	8,650	28.83
TOTAL (A)+(B)	30,004	100.00

x. Distribution of Shareholding as on 31st March, 2025

Category	No. of Share Holders	% of Total number of share Holders	% Total number of shares	Percentage of Total number of shares
1 to 500	812	99.38	5,783	19.27
501 to 1000	1	0.12	982	3.27
1001 to 5000	3	0.37	8,539	28.46
5001 to 10000	0	0	0	0
10001 to above	1	0.12	14,700	48.99
Total	817	100	30,004	100

xi. Dematerialization of Shares and Liquidity

About 98.14 percent shares have been dematerialized as on 31st March, 2025.

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

Not Applicable

xiii. Address for Investor Correspondence

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

OR

SIMPLEX MILLS COMPANY LIMITED

Purva Sharegistry (India) Private Limited

Registered Office Address:- 9 Shiv Shakti Ind. Est,
J. R. Boricha Marg, Lower Parel (East),
Mumbai – 400 011.

Tel:- : 022- 4970 0138, 3522 0312

Email:- support@purvashare.com

Website: <https://www.purvashare.com/>

xiv. 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

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

As at 31st March, 2025, there were two employees on the pay roll on the Company and thus, the Company was not required to constitute an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

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 Managerial Personnel of the Company have affirmed adherence to and compliance with the Code of Conduct for the year ended 31st March, 2025.

For Simplex Mills Company Limited

Mumbai, 20th May, 2025

Fatima Fernandes
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To
The Members of Simplex Mills Company Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying Financial Statements of **Simplex Mills Company Limited** ("the Company"), which comprise of the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including other comprehensive loss), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act and other accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2025;
- (b) in the case of the Statement of Profit and Loss (including Other Comprehensive Loss), of the Loss for the year ended on that date;
- (c) in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- (d) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

Emphasis of matter

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

The Company has accumulated losses and its net worth has been fully eroded. This situation, along with other matters set forth in Note no. 27, indicate the existence of an uncertainty that may cast doubt about the Company's ability to continue as a going concern. However as informed by the management, the financial statements of the Company have been prepared on a going concern basis for the reason stated in the said note.

Loans and Advances recoverable from a company whose net worth is eroded are not impaired. However as informed by the management and on the basis of projections submitted to us, the management of the Company, is of the view that the said advances are recoverable.

Our conclusion is not modified in respect of this 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.

S.N.	Key Audit Matters	Auditor's Response
1.	Assessing the recoverability of carrying value of Loans and advances given by the Company.	Principal Audit Procedures: <ul style="list-style-type: none"> i) We assessed the Company's valuation methodology and assumptions based on current economic and market conditions in determining the recoverable amount of loans/advances. ii) We assessed the financial condition of entity to whom loans and advances were granted by obtaining the most recent audited financial statements of such entity. iii) We performed inquiries with management on the future business plan of entity to whom loans and advances were granted to evaluate their recoverability

Information Other than the 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 of the information included in the Management Discussion and Analysis, Draft Board's Report including Annexures to the said Board's Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the 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 Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 implementation and maintenance of 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 Statements 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 Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities 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 Standards on Auditing ("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 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 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 Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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 (i) in 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 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 section 143(11) of the Act, we give in "**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, based on our audit, 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 relating to preparation of the aforesaid Financial Statements have been kept so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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 with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financials Statements.
 - g) With respect to the other matter to be included in the Auditors' Report in accordance with the

requirement of Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Acts.

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, as amended 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 in Note 26 of 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 dues which were required to be transferred to Investor Education and Protection Fund by the company.

iv. (a) The management has represented that, to the best of its knowledge and belief, 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or 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, no funds have been received by the Company from any person(s) or entity(ies), 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 (i) and (ii) of rule 11 (e) , of the Companies (Audit and Auditors) Rules, 2014, as provided under (iv)(a) and (iv)(b) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year and has not proposed any dividend for the year.

vi. Based on our examination, which includes test checks, it is observed that the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Khandelwal & Mehta LLP
Chartered Accountants
Firm Regn. No. W100084

S. L. Khandelwal
(Partner)
M. No.: 101388
Place: Mumbai
Date: 20th May, 2025
UDIN: 25101388BMNVNL9494

ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIMPLEX MILLS COMPANY LIMITED

Statement on the matters specified in paragraphs 3 and 4 of 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 Companies Act, 2013 (“the Act”) to the extent applicable.

i. In respect of its Property, Plant and Equipment:

- a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any Intangible assets and hence reporting under this clause is not applicable
- b) The Management of the Company has physically verified the Property, Plant and Equipment in accordance with its policy of physical verification at reasonable intervals. The discrepancies, if any noticed during such verification have been suitably adjusted in the books of account. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
- c) Based on our examination of the property tax receipts and other documents for immovable properties provided to us, we report that, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the Financial Statements included under property, plant and equipment are held in the name of the Company as at the balance sheet date.
- d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.

- ii. a) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management during the year and no material discrepancies have been noticed. In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- b) The Company has not been sanctioned any working capital limits in excess of Rupees five crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- 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. Hence disclosure under Para 3(iii) is not applicable to the company.
- iv. The Company has not granted any loans, made investments, or provided guarantees or security during the year. Accordingly, the provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable to the Company.
- v. The Company has neither accepted deposits from the public nor accepted any amount which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and Rules made thereunder, to the extent applicable. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. Since the turnover from all business activities in the preceding financial year does not exceed the prescribed limit for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 under sub-section (1) of Section 148 of the Companies Act.
- vii. a) According to the records of the Company, undisputed statutory dues including Goods and Services Tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited with the appropriate authorities. According to the

SIMPLEX MILLS COMPANY LIMITED

information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2025 for a period of more than six months from the date it became payable.

- b) According to the records of the Company and information and explanations given to us, no statutory dues to be deposited on account of any dispute, including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, except the following:

Name of the statute	Nature of the dues	₹ in thousands	Period to which the amounts relate	Forum where dispute is pending
The Excise Duty Act 1944	Excise duty	4,913.70	1984-85 and 1995 to 1996	Assistant Commissioner
The Excise Duty Act 1944	Excise duty	5.29	1981-84	CESTAT
The Excise Duty Act 1944	Excise duty	5,327.26	1981 to 1984	High Court

viii. On the basis of our examination of the books and according to the information and explanations given to us, there were no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- 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) The Company has not raised any funds during the year and hence reporting under clause 3(ix)(d) is not applicable.
- e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable.
- f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the

requirement to report on clause 3(ix)(f) of the Order is not applicable.

- x. a) The Company has not raised any money 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, partially or optionally convertible) and hence reporting under clause 3(x)(b) of the order is not applicable.
- xi. a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by the Cost Auditor or Secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us, during the year, no whistle blower complaint was received by the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with sections 177 and 188 of the Act, where applicable, for all transactions with related parties and details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. a) The Company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports issued during the year and till the date of the audit report covering the period upto 31st March, 2025.
- 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 accordingly, the reporting on compliance with the provisions of Section 192 of the Act in clause 3(xv) of the Order is not applicable to the Company.
- xvi. a) In our opinion and according to the information and explanations given to us, the Company is

not required to be registered under section 45-IA of Reserve Bank of India Act, 1934. Therefore, reporting under clause 3(xvi)(a) of the order is not applicable.

- b) The Company has not conducted any Non - Banking Financial or Housing Finance activities and is not required to obtain CoR for such activities from the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable
 - c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.
 - d) As represented by the management, the Group does not have more than one Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. During the year the Company has incurred cash loss of ₹1,592.81 thousands and ₹ 2,371.10 thousands in the immediately preceding financial year
- xviii. There has been no resignation of the statutory auditors during the year. Therefore, reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios disclosed in 36 to the Financial Statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the

date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet, as and when they fall due, within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanations given to us and based on our examination of the records of the Company, there is no unspent amount which is required to be transferred to any Fund Specified in Schedule VII to the Companies Act or to a Special account in compliance with the provisions of Sub-section (6) of Section 135 of the said Act.

For Khandelwal & Mehta LLP
Chartered Accountants
Firm Regn. No. W100084

S. L. Khandelwal
(Partner)
M. No.: 101388
Place: Mumbai
Date: 20th May, 2025
UDIN: 25101388BMNVNL9494

SIMPLEX MILLS COMPANY LIMITED

ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIMPLEX MILLS COMPANY LIMITED

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

We have audited the internal financial controls with reference to Financial Statements of **SIMPLEX MILLS COMPANY LIMITED** (“the Company”) as of March 31, 2025 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to these Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. 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 with reference to these Financial Statements 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 with reference to these Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to these Financial Statements.

Meaning of Internal Financial Controls with reference to these Financial Statements

A company’s internal financial control with reference to Financial Statements 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 with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, 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 with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements 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 with reference to Financial Statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by

the Company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

For Khandelwal & Mehta LLP
Chartered Accountants
Firm Regn. No. W100084

S. L. Khandelwal
(Partner)
M. No.: 101388
Place: Mumbai
Date: 20th May, 2025
UDIN: 25101388BMNVNL9494

SIMPLEX MILLS COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2025

		(₹ in '000)	
Particulars	Note	As at 31st March, 2025	As at 31st March, 2024
A ASSETS			
I Non-Current Assets			
Property, Plant and Equipment	2	39,708.92	39,800.96
Financial Assets:			
Other Financial Assets	3	32.69	32.69
Deferred Tax Assets (net)	4	-	-
Total Non-Current Assets		39,741.61	39,833.65
II Current Assets			
Inventories	5	14.02	14.02
Financial Assets:			
Trade Receivables	6	408.87	-
Cash and Cash Equivalents	7	1,019.67	683.21
Bank Balances other than above	8	1,338.55	1,338.55
Loans	9	16,710.00	18,110.00
Other Financial Assets	10	9,208.27	8,649.51
Other Current Assets	11	2,485.14	2,431.99
Total Current Assets		31,184.52	31,227.28
TOTAL ASSETS		70,926.13	71,060.93
B EQUITY AND LIABILITIES			
I Equity			
Equity Share Capital	12	30,004.00	30,004.00
Other Equity	13	(64,786.81)	(64,469.56)
Total Equity		(34,782.81)	(34,465.56)
II Liabilities			
Non-Current Liabilities:			
Financial Liabilities :			
Borrowings	14	27,521.01	25,233.97
Other Financial Liabilities	15	59.76	71.00
Other Non-Current Liabilities	16	46,294.68	49,942.64
Total Non-Current Liabilities		73,875.45	75,247.61
Current Liabilities			
Financial Liabilities :			
Trade Payables	17	381.61	-
Other Financial Liabilities	18	3,176.80	2,013.61
Other Current Liabilities	19	28,275.08	28,265.27
Total Current Liabilities		31,833.49	30,278.88
Total Liabilities		1,05,708.94	1,05,526.49
TOTAL EQUITY AND LIABILITIES		70,926.13	71,060.93

Material 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 Khandelwal and Mehta LLP
Chartered Accountants
Firm's Registration No.W100084

Fatima Fernandes
Chief Executive Officer and
Chief Financial Officer

Sita Sunil
Director
DIN:00041722

Sunil Khandelwal
Partner
Membership No.101388
Mumbai, 20th May, 2025

Kalyani Natekar
Company Secretary and
Compliance Officer

Shekhar R Singh
Director
DIN:03357281
Mumbai, 20th May, 2025

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

			(₹ in '000)
Particulars	Note	2024-25	2023-24
I Revenue from Operations	20	1,590.45	-
II Other Income	21	6,266.36	6,110.63
III Total Income (I+II)		7,856.81	6,110.63
IV EXPENSES			
Purchase of Stock-in-trade	22	1,484.42	-
Employee Benefits Expense	23	327.29	346.97
Finance Costs	24	2,292.21	2,102.85
Depreciation	2	92.04	369.25
Other Expenses	25	3,978.10	4,700.29
Total Expenses (IV)		8,174.06	7,519.36
V Loss before Exceptional Items and Tax (III-IV)		(317.25)	(1,408.73)
VI Exceptional Items	-	-	-
VII Loss before Tax (V+VI)		(317.25)	(1,408.73)
VIII Tax Expense		-	-
IX Loss For The Year (VII-VIII)		(317.25)	(1,408.73)
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)		(317.25)	(1,408.73)
Earnings per Equity Share (Face Value of ₹ 1,000/- each)			
Basic and Diluted Earnings Per Share (in ₹)		(10.57)	(46.95)

Material 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 Khandelwal and Mehta LLP
Chartered Accountants
Firm's Registration No.W100084

Fatima Fernandes
Chief Executive Officer and
Chief Financial Officer

Sita Sunil
Director
DIN:00041722

Sunil Khandelwal
Partner
Membership No.101388
Mumbai, 20th May, 2025

Kalyani Natekar
Company Secretary and
Compliance Officer

Shekhar R Singh
Director
DIN:03357281
Mumbai, 20th May, 2025

SIMPLEX MILLS COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

1. EQUITY SHARE CAPITAL

(₹ in '000)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance at the beginning of the year	30,004.00	30,004.75
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	30,004.00	30,004.75
Changes in equity share capital during the year on consolidation of shares transferred to Capital Reserve (refer note 10)	-	(0.75)
Balance at the end of the reporting year	30,004.00	30,004.00

2. OTHER EQUITY

For the year ended 31st March, 2025

(₹ in '000)

Particulars	Other Equity			Total
	Reserves and Surplus			
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2024	0.75	1,27,859.09	(1,92,329.40)	(64,469.56)
Changes in accounting policy or prior period errors	-	-	-	-
Loss for the period	-	-	(317.25)	(317.25)
Other comprehensive income / (expense)	-	-	-	-
Total comprehensive income / (expense)	-	-	(317.25)	(317.25)
On consolidation of shares	-	-	-	-
Balance as at 31st March, 2025	0.75	1,27,859.09	(1,92,646.65)	(64,786.81)

For the year ended 31st March, 2024

(₹ in '000)

Particulars	Other Equity			Total
	Reserves and Surplus			
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2023	-	1,27,859.09	(1,90,920.67)	(63,061.58)
Changes in accounting policy or prior period errors	-	-	-	-
Loss for the period	-	-	(1,408.73)	(1,408.73)
Other comprehensive income / (expense)	-	-	-	-
Total comprehensive income / (expense)	-	-	(1,408.73)	(1,408.73)
On consolidation of shares	0.75		-	0.75
Balance as at 31st March, 2024	0.75	1,27,859.09	(1,92,329.40)	(64,469.56)

Material 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 Khandelwal and Mehta LLP
Chartered Accountants
Firm's Registration No.W100084

Fatima Fernandes
Chief Executive Officer and
Chief Financial Officer

Sita Sunil
Director
DIN:00041722

Sunil Khandelwal
Partner
Membership No.101388
Mumbai, 20th May, 2025

Kalyani Natekar
Company Secretary and
Compliance Officer

Shekhar R Singh
Director
DIN:03357281
Mumbai, 20th May, 2025

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

	2024-25	2023-24
(₹ in '000)		
A. CASH FLOW FROM OPERATING ACTIVITIES :		
LOSS BEFORE EXCEPTIONAL ITEMS AND TAX	(317.25)	(1,408.73)
Adjustment for :		
Depreciation	92.04	369.25
Interest expense	2,292.21	2,102.85
Interest income	(5,946.69)	(5,860.05)
Interest receivable written off	999.90	1,001.00
Profit on sale of fixed assets	-	-
Lease finance income	(5.47)	(5.47)
	<u>(2,568.01)</u>	<u>(2,392.42)</u>
OPERATING LOSS BEFORE WORKING CAPITAL CHANGES	(2,885.26)	(3,801.15)
Adjustment for changes in working capital		
Adjustment for (increase) / decrease in operating assets:		
Trade receivables	(408.87)	-
Other financial assets	(554.57)	(486.74)
Other current assets	(57.77)	37.63
Adjustment for increase / (decrease) in operating liabilities:		
Other financial liabilities	1,146.80	181.64
Trade payables	381.61	-
Other current liabilities	9.80	(43.74)
Other non-current liabilities	11.85	4.55
	<u>528.85</u>	<u>(306.66)</u>
CASH USED IN OPERATIONS	(2,356.41)	(4,107.81)
Direct taxes paid-net	4.62	(1.01)
NET CASH USED IN OPERATING ACTIVITIES BEFORE EXCEPTIONAL ITEMS	(2,351.79)	(4,108.82)
Exceptional items (net)	-	-
NET CASH USED IN OPERATING ACTIVITIES	(A) (2,351.79)	(4,108.82)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Interest received	1,288.25	1,424.46
Inter corporate deposits (given) - net	-	(8,500.00)
Inter corporate deposits refund - net	1,400.00	10,565.00
NET CASH GENERATED FROM INVESTING ACTIVITIES	(B) 2,688.25	3,489.46
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Interest paid	-	-
NET CASH USED IN FINANCING ACTIVITIES	(C) -	-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(A+B+C) 336.46	(619.36)
CASH AND CASH EQUIVALENTS - AT THE START OF THE YEAR	683.21	1,302.57
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	1,019.67	683.21
Cash and cash equivalents comprise of :	As on	As on
	31-Mar-25	31-Mar-24
Balances with banks :		
- in Current accounts	1,014.47	675.83
Cash on hand	5.20	7.38
Cash and cash equivalents (refer note 7)	<u>1,019.67</u>	<u>683.21</u>

Material Accounting Policies- Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached
For **Khandelwal and Mehta LLP**
Chartered Accountants
Firm's Registration No. W100084

Sunil Khandelwal
Partner
Membership No.101388
Mumbai, 20th May, 2025

Fatima Fernandes
Chief Executive Officer and
Chief Financial Officer

Kalyani Natekar
Company Secretary and
Compliance Officer

For and on behalf of the Board
Sita Sunil
Director
DIN:00041722

Shekhar R Singh
Director
DIN:03357281
Mumbai, 20th May, 2025

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

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- 444104, 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 MATERIAL 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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

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.

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 equipment's 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:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

- **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.

- **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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

(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 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

2. PROPERTY, PLANT AND EQUIPMENT

(₹ in '000)

ASSET CLASS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2024	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2025	Upto 31st March, 2024	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024
Land	37,264.49	-	-	37,264.49	-	-	-	-	37,264.49	37,264.49
Buildings	7,831.63	-	-	7,831.63	5,356.28	92.04	-	5,448.32	2,383.31	2,475.35
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
Total	45,157.24	-	-	45,157.24	5,356.28	92.04	-	5,448.32	39,708.92	39,800.96

(₹ in '000)

ASSET CLASS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2023	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2024	Upto 31st March, 2023	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2024	As at 31st March, 2024	As at 31st March, 2023
Land	37,264.49	-	-	37,264.49	-	-	-	-	37,264.49	37,264.49
Buildings	7,831.63	-	-	7,831.63	4,987.03	369.25	-	5,356.28	2,475.35	2,844.60
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
Total	45,157.24	-	-	45,157.24	4,987.03	369.25	-	5,356.28	39,800.96	40,170.21

3. OTHER FINANCIAL ASSETS - NON -CURRENT

(₹ in '000)

Security deposits

31.03.2025	31.03.2024
32.69	32.69
32.69	32.69

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in '000)

4. DEFERRED TAX (ASSETS) / LIABILITY (NET)	31.03.2025	31.03.2024
Deferred tax liability		
Property, plant and equipment	(590.35)	(252.20)
Other items	(2,939.65)	(2,630.95)
Deferred tax assets		
Unused tax losses	4,716.72	7,253.19
Net deferred tax asset*	1,186.72	4,370.04

*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, 2025

(₹ in '000)

	Opening balance as at 01.04.2024	Recognised in profit or loss	Recognised in OCI	Others	Closing balance as at 31.03.2025
Property, plant and equipment	(252.20)	-	-	(338.15)	(590.35)
Income on unwinding of financial liability	(2,549.31)	-	-	(308.70)	(2,858.01)
Unused tax losses**	7,171.55	-	-	(2,536.47)	4,635.08
Net deferred tax asset*	4,370.04	-	-	(3,183.32)	1,186.72

*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, 2024

(₹ in '000)

	Opening balance as at 01.04.2023	Recognised in profit or loss	Recognised in in OCI	Others	Closing balance as at 31.03.2024
Property, plant and equipment	(249.13)	-	-	(3.07)	(252.20)
Income on unwinding of financial liability	(2,214.16)	-	-	(335.15)	(2,549.31)
Unused tax losses	6,716.89	-	-	454.66	7,171.55
Net deferred tax asset*	4,253.60	-	-	116.44	4,370.04

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(₹ in '000)
	<u>31.03.2025</u>	<u>31.03.2024</u>
Income tax recognised in profit or loss		
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	-	-

		(₹ in '000)
	<u>31.03.2025</u>	<u>31.03.2024</u>
The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit/(Loss) before tax	(317.25)	(1,408.73)
Tax expense / (income) calculated at 25.168% (2023-24: 25.168%)	(80.00)	(355.00)
Effect of expenses/income that are not deductible/(chargeable) in income tax	(274.00)	(160.00)
Deferred tax asset not recognised on current year's losses	357.00	3,584.00
Effect of expenses that are deductible in income tax	(3.00)	(3,069.00)
Utilisation of brought forward business losses set off during the year	-	-
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 2024-25 and 2023-24 payable by the Company.

		(₹ in '000)
	<u>31.03.2025</u>	<u>31.03.2024</u>
5. INVENTORIES		
(As valued and certified by the management)		
Finished goods (including waste)	14.02	14.02
	14.02	14.02

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, 2025

6. TRADE PAYABLES

Trade payable ageing as at 31st March, 2025

(₹ 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	408.87	-	-	-	-	408.87
(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	-	-	-	-	-	-
	408.87	-	-	-	-	408.87

Trade payable ageing as at 31st March, 2024

(₹ 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	-	-	-	-	-	-
(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	-	-	-	-	-	-
	-	-	-	-	-	-

7. CASH AND CASH EQUIVALENTS

31.03.2025

(₹ in '000)

31.03.2024

Cash and cash equivalents

Balances with banks:

In current accounts

1,014.47

675.83

Cash on hand

5.20

7.38

1,019.67

683.21

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(₹ in '000)
	31.03.2025	31.03.2024
8. OTHER BANK BALANCES		
Unclaimed fractional shares account	1,338.55	1,338.55
	<u>1,338.55</u>	<u>1,338.55</u>

		(₹ in '000)
	31.03.2025	31.03.2024
9. LOANS - CURRENT		
(Unsecured, considered good)		
Inter corporate deposits-related parties	7,000.00	7,000.00
Inter corporate deposits - others	9,710.00	11,110.00
	<u>16,710.00</u>	<u>18,110.00</u>

		(₹ in '000)
	31.03.2025	31.03.2024
10. OTHER FINANCIAL ASSETS - CURRENT		
Interest receivable	81.09	76.90
Bank deposit*	9,070.85	8,535.41
Others	56.33	37.20
	<u>9,208.27</u>	<u>8,649.51</u>

*The above bank deposit is given to the bank as security for issuing bank guarantee.

		(₹ in '000)
	31.03.2025	31.03.2024
11. OTHER CURRENT ASSETS		
(Unsecured, considered good)		
Advance tax (net of provisions)	1,339.69	1,344.31
Balances with government authorities	1,132.25	1,069.66
Prepaid expenses	13.20	14.70
Others	-	3.32
	<u>2,485.14</u>	<u>2,431.99</u>

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(₹ in '000)
12. EQUITY SHARE CAPITAL	31.03.2025	31.03.2024
AUTHORISED		
31,000 (31st March, 2024- 31,000 Equity Shares of ₹1,000/- each)		
Equity Shares of ₹1000/- each	31,000.00	31,000.00
1,00,00,000 (31st March, 2024 - 1,00,00,000) Redeemable Preference Shares of ₹10/- each	1,00,000.00	1,00,000.00
	1,31,000.00	1,31,000.00
ISSUED, SUBSCRIBED AND PAID UP		
30,004 (31st March, 2024 - 30,004 Equity shares of ₹ 1000/- each)		
Equity shares of ₹ 1000/- each fully paid up.	30,004.00	30,004.00
Total Issued, subscribed and fully paid up share capital	30,004.00	30,004.00

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

	31.03.2025		31.03.2024	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	30,004	30,004.00	30,00,475	30,004.75
Shares outstanding after giving effect of consolidation	-	-	30,004	30,004.00
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	30,004	30,004.00	30,004	30,004.00

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share upto 22nd June, 2023 and ₹ 1,000/- per share after 22nd June 2023.. 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 31.03.2025		As at 31.03.2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Simplex Realty Ltd.	14,700.00	48.99	14,700	48.99
Life Insurance Corporation of India	3,579.00	11.93	3,711	12.37
Shreelekha Global Finance Ltd.	2,525.00	8.42	2,525	8.42
New Textiles LLP	2,435.00	8.12	2,435	8.12

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

d. Details of the shareholding of Promoters

Name of Promoter	As at 31.03.2025		As at 31.03.2024		% change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Individual					
Nandan Damani	325	1.08	325	1.08	-
Shreelekha N Damani	265	0.89	265	0.89	-
Sanjay N Damani	121	0.40	121	0.40	-
Sandip Somany	-	-	-	-	-
Nalini Somany	-	-	-	-	-
Shashi Patodia	-	-	-	-	-
Nandan Damani HUF	1	0.00	1	0.00	-
Kamladevi Bagri	-	-	-	-	-
Sumita Somany	-	-	-	-	-
Bodies Corporate					
Simplex Realty Limited	14,700	48.99	14,700	48.99	-
Shreelekha Global Finance Limited	2,525	8.42	2,525	8.42	-
New Textiles LLP	2,435	8.12	2,435	8.12	-
Lucky Vyapaar and Holdings Pvt Ltd	982	3.27	982	3.27	-
Total	21,354	71.17	21,354	71.17	-

13. OTHER EQUITY

31.03.2025

(₹ in '000)
31.03.2024

CAPITAL RESERVE

Opening balance	0.75	-
Addition/(utilisation) during the year	-	-
On consolidation of shares	-	0.75
Transferred to retained earnings	-	-
Closing balance	0.75	0.75

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	(1,92,329.40)	(1,90,920.67)
Loss for the year	(317.25)	(1,408.73)
Transferred from capital reserve	-	-
Closing balance	(1,92,646.65)	(1,92,329.40)
Total other equity	(64,786.81)	(64,469.56)

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

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

On consolidation of shares , fractionanl amount was transferred to Capital Reserve

		(₹ in '000)
14. BORROWINGS - - NON-CURRENT	31.03.2025	31.03.2024
Unsecured - at Amortised Cost		
Non-cumulative redeemable preference shares	27,521.01	25,233.97
	27,521.01	25,233.97

Non-cumulative redeemable preference shares (NCRPS)

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

Particulars	31.03.2025	31.03.2024
	NCRPS	NCRPS
	Number	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

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

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

	31.03.2025	(₹ in '000) 31.03.2024
15. OTHER FINANCIAL LIABILITIES - NON-CURRENT		
Security deposit	59.76	71.00
	59.76	71.00

	31.03.2025	(₹ in '000) 31.03.2024
16. OTHER LIABILITIES - NON-CURRENT		
Deferral liability on account of Non-Cumulative Redeemable Preference Shares	46,288.30	49,942.64
Deferred income	6.38	-
	46,294.68	49,942.64

17. TRADE PAYABLES

Trade payable ageing as at 31st March, 2025

(₹ 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	381.61	-	-	-	381.61
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
	381.61	-	-	-	381.61

Trade payable ageing as at 31st March, 2024

(₹ 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	-	-	-	-	-
	-	-	-	-	-

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(₹ in '000)
18. OTHER FINANCIAL LIABILITIES - CURRENT	31.03.2025	31.03.2024
Unpaid fractional shares	1,338.55	1,338.55
Liability for expenses	1,684.23	652.56
Other liabilities	154.02	22.50
	3,176.80	2,013.61

		(₹ in '000)
19. OTHER CURRENT LIABILITIES	31.03.2025	31.03.2024
Deferred income	5.47	0.91
Deferral liability on account of Non-Cumulative Redeemable		
Preference Shares	3,654.34	3,654.34
Statutory dues	15.27	10.02
Capital advances	24,600.00	24,600.00
	28,275.08	28,265.27

		(₹ in '000)
20. REVENUE FROM OPERATIONS	2024-25	2023-24
Revenue from operations		
Sale of products		
Traded goods	1,590.45	-
Revenue from operations (net)	1,590.45	-
Details of products sold		
Finished goods		
Cloth	-	-
	-	-
Traded goods - Cloth	1,590.45	-
	1,590.45	-

		(₹ in '000)
21. OTHER INCOME8	2024-25	2023-24
Interest on		
Inter corporate deposits	1,684.79	1,861.02
Interest on income tax refund	5.81	6.60
Bank deposits	599.58	562.08
Others	2.16	1.36
Sundry balances written back (net)	-	8.10
Rent	319.68	242.47
Interest on amortisation of financial liability	3,654.34	3,429.00
	6,266.36	6,110.63

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(₹ in '000)
	2024-25	2023-24
22. INCREASE / (DECREASE) IN INVENTORIES		
Closing stock		
Finished goods	14.02	14.02
	<u>14.02</u>	<u>14.02</u>
Less: Opening stock		
Finished goods	14.02	14.02
	<u>14.02</u>	<u>14.02</u>
Decrease in stock	-	-
Details of purchase of traded goods		
Cloth	1,484.42	-
Details of inventory		
Finished goods		
Cloth	7.42	7.42
Waste	6.60	6.60
	<u>14.02</u>	<u>14.02</u>
23. EMPLOYEE BENEFITS EXPENSES		
	2024-25	2023-24
Salaries	327.29	346.97
	<u>327.29</u>	<u>346.97</u>
24. FINANCE COSTS		
	2024-25	2023-24
Interest expense	2,292.21	2,102.85
	<u>2,292.21</u>	<u>2,102.85</u>

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

		(₹ in '000)
25. OTHER EXPENSES	2024-25	2023-24
Electricity charges	17.71	15.88
Repairs - others	1.78	0.90
Rates and taxes	1,031.34	1,173.21
Travelling and conveyance expenses	52.62	48.66
Director's sitting fees	73.50	91.96
Advertisements	69.02	56.88
Postage, stationery and printing	26.99	104.61
Bank charges/commission	53.98	70.07
Professional fees	1,258.05	1,687.59
Membership and subscription charges	325.00	378.30
Interest receivable written off	999.90	1,001.00
Sundry expenses	38.21	41.23
Payments to Auditor		
Audit fees	22.50	22.50
In other capacity	7.50	7.50
	3,978.10	4,700.29

26. CONTINGENT LIABILITIES

Claims against the Company not acknowledged as debt:

(₹ in '000)

	31.03.2025	31.03.2024
Appeals filed in respect of disputed demands:		
i) Central Excise	10,246.25	10,246.25
ii) Labour Matters including interest	533.42	636.79

27. 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.
28. 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.
29. As there are only two employee in the Company as at the Balance Sheet date 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.
30. **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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

	Particulars	2024-25	2023-24
(a)	Loss after tax – (₹ in '000)	(317.25)	(1,408.73)
(b)	Weighted average number of shares	30,004	30,004
(c)	Face value of shares (₹ per share)	1,000/-	1,000/-
(d)	Basic and Diluted EPS (₹)	(10.57)	(46.95)

31. 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.

32. RELATED PARTY DISCLOSURES

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

- a) Significant Influence over Reporting Entity : Simplex Realty Limited.
- b) Non Executive/Independent Directors : Shri Sabhapati G Shukla (upto 31.03.2024)
Shri Manish Harshey
Smt.Sita Sunil
Shri Shekhar R Singh
- c) Key Managerial Personnel : Smt Fatima Fernandes- Chief Executive Officer and Chief Financial Officer
Smt.Harshika Kataria - Company Secretary - upto 29.02.2024
Smt.Kalyani Natekar - Company Secretary and Compliance Officer w.e.f. 01.06.2024

II) Transactions with related party

(₹ in '000)

Name of the Related Party	Type of Related Party	Description of the nature of the transactions	Amount of transactions during 2024-25	Amount of transactions during 2023-24	Balance as on 31.03.2025 Receivable/ (Payable)	Balance as on 31.03.2024 Receivable/ (Payable)
Simplex Realty Limited	Significant influence over reporting entity	Reimbursement of expenses (paid) / received	60.94	58.03	-	-
		Non Convertible Redeemable Preference Shares	-	-	(90,000)	(90,000)
Shri Sabhapati G Shukla	Non Executive / Independent Directors	Sitting fees	-	23.00		
Shri Manish Harshey			24.50	23.00		
Smt. Sita Sunil			24.50	10.00		
Shri Shekhar R Singh			24.50	23.00		
Key Managerial Personnel		Remuneration	327.29	340.00		

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.

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

33. FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT

a) Accounting classification

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

(₹ in '000)

	31.03.2025			31.03.2024		
Particulars	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial Assets						
Loans	-	-	16,710.00	-	-	18,110.00
Cash and cash equivalents	-	-	1,019.67	-	-	683.21
Other bank balances	-	-	1,338.55	-	-	1,338.55
Other financial assets	-	-	9,240.96	-	-	8,682.20
	-	-	28,309.18	-	-	27,475.41
Financial Liabilities						
Borrowings	-	-	27,521.01	-	-	25,233.97
Other financial liabilities	-	-	3,236.56	-	-	746.06
	-	-	30,757.57	-	-	25,980.03

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 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:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

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, 2025	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	27,521.01	27,521.01	-	-	-	27,521.01
Other financial liabilities	3,236.56	3,236.56	3,176.80	59.76	-	-
	30,757.57	30,757.57	3,176.80	59.76	-	27,521.01

(₹ in '000)

As at 31st March, 2024	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	25,233.97	25,233.97	-	-	-	25,233.97
Other financial liabilities	746.06	746.06	680.92	65.14	-	-
	25,980.03	25,980.03	680.92	65.14	-	25,233.97

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

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.

34. 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, 2025	As at 31st March, 2024
Borrowings	77,463.65	78,830.95
Less: Cash and cash equivalents	1,019.67	683.21
Net Debt	76,443.98	78,147.73
Total equity	(34,782.81)	(34,465.56)
Debt/Equity ratio	(2.20)	(2.27)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

35. 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)

36. ANALYTICAL RATIOS

The following are analytical ratios for the year ended 31st March, 2025 and 31st March, 2024

Ratio	Numerator	Denominator	As at 31 March, 2025	As at 31 March, 2024	% change during the year	Explanation for change by more than 25%
Current ratio	Current assets	Current liabilities	0.98	1.03	-5.15%	NA
Debt-equity ratio	Total debt	Shareholder's equity	-2.23	-2.29	-2.63%	NA
Debt service coverage ratio	Net profit after tax + Non-cash operating expenses + Interest	Interest + Principal repayment	0.90	0.51	78.32%	Due to decrease in loss after tax in current year.
Inventory turnover ratio	Cost of goods sold	Average inventory	0.00	0.00	0.00%	There are no changes in closing inventory
Trade receivables turnover ratio	Net credit sales	Average trade receivables	7.78	0.00	0.00%	There were no goods sold in the previous year
Trade payables turnover ratio	Purchases for services and other expenses	Average trade payables	9.54	0.00	0.00%	There were no goods trade payables in the previous year.
Net capital turnover ratio	Net sales	Average working capital	1062.28%	0.00%	0.00%	There were no goods sold in the previous year
Return on capital employed (ROCE)	Earning before interest and tax	Tangible net worth + Total debt + Deferred tax liability	4.63%	1.56%	195.76%	Due to decrease in loss after tax in current year.

Return on Investment is not provided as there was no investments in both the years.

37. There are no transactions and balances with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the erstwhile Companies Act, 1956.

38. The Financial Statements of the Company for the year ended 31st March, 2025 were approved by the Board of Directors on 20th May, 2025.

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

As per our report of even date attached

For **Khandelwal and Mehta LLP**
Chartered Accountants
Firm's Registration No. W100084

Sunil Khandelwal
Partner
Membership No.101388
Mumbai, 20th May, 2025

Fatima Fernandes
Chief Executive Officer and
Chief Financial Officer

Kalyani Natekar
Company Secretary and
Compliance Officer

For and on behalf of the Board

Sita Sunil
Director
DIN:00041722

Shekhar R Singh
Director
DIN:03357281
Mumbai, 20th May, 2025

[illegible]

Form ISR – 1

(see SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2024 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)	
		PAN Whether it is Valid (linked to Aadhaar): <input type="checkbox"/> Yes <input type="checkbox"/> No	<div> <div> <div>□ □ □ □ □ □ □ □ □ □</div> <div>□ □ □ □ □ □ □ □ □ □</div> </div> <div> <div>□ □ □ □ □ □ □ □ □ □</div> <div>□ □ □ □ □ □ □ □ □ □</div> </div> </div> PAN shall be valid only if it is linked to Aadhaar by March 31, 2023* For Exemptions / Clarifications on PAN, please refer to Objection Memo in page 4
2		Demat Account Number	<div> <div>□ □ □ □ □ □ □ □ □ □</div> <div>□ □ □ □ □ □ □ □ □ □</div> </div> Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.

SIMPLEX MILLS COMPANY LIMITED

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).

S. No.	Name of the Issuer Company	Folio No.	Quantity of securities	Face value of securities	Distinctive number of securities (Optional)

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

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

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

<ul style="list-style-type: none"> 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). 	
<ul style="list-style-type: none"> 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. 	
<ul style="list-style-type: none"> 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. 	
<ul style="list-style-type: none"> RTA shall not insist on Affidavits or Attestation / Notarization or indemnity for registering / up-dating / changing PAN, KYC details and Nomination. 	
<ul style="list-style-type: none"> 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>
<ul style="list-style-type: none"> 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)

SIMPLEX MILLS COMPANY LIMITED

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

RTA 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	<p>Option A</p> <p>i. Security holder shall provide the following documents: (a) Original cancelled cheque with name of the security holder printed on it; or (b) Self-attested copy of Bank Passbook/Bank Statement;</p> <p style="text-align: center;">and</p> <p>ii. Banker's attestation of the signature of the same bank account as mentioned in (i) above as per Form ISR - 2</p> <p style="text-align: center;">OR</p> <p>Option B</p> <p>The investor may get his or her signature changed or updated by visiting the Office of the RTA in person. In such a case, the investor shall sign before the authorized personnel of the RTA, along with PAN card and any one additional document mentioned at Serial Nos.1-4 of Annexure – E of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in original for verification by the RTA, and submit self-attested copies of the same.</p>
4	Mismatch in Name	<p>Furnish any one of the following documents, explaining the difference in names;</p> <ul style="list-style-type: none"><input type="checkbox"/> Unique Identification Number (UID) (Aadhaar)<input type="checkbox"/> Valid Passport<input type="checkbox"/> Driving license in Smart Card form, Book form or copy of digital form<input type="checkbox"/> 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.<input type="checkbox"/> PAN card with photograph<input type="checkbox"/> Marriage certificate<input type="checkbox"/> Divorce decree
5	Present address of the holder is not matching with the address available in the folio	<p>In case the signature of the holder matches with the record available with the RTA, the request for change in address may be processed within the prescribed timelines.</p> <p>In case there is a difference in signature, the RTA shall follow the procedure as prescribed for mismatch in signature as laid down at Para – 1 of Annexure C of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/ 2023/37 dated March 16, 2023</p>

Simplex Mills Company Limited

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