



102ND
ANNUAL REPORT
2014-2015

Board of Directors

Shri Nandan Damani Chairman & Managing Director
 Shri Sanjay N Damani Executive Director (appointed w.e.f. 01.06.2015)
 Shri V.B.Haribhakti
 Shri S.K.Somany
 Smt. Anna Malhotra
 Shri T.C.Suseel Kumar
 Shri Vijay S.Jindal (appointed w.e.f.12.11.2014)

Chief Financial Officer

Shri Surendra Kabra

Company Secretary and Compliance Officer

Shri Shekhar R Singh

Statutory Auditors

M/s. Dayal and Lohia
 Chartered Accountants
 Mumbai

Secretarial Auditors

M/s. Manish Ghia & Associates
 Company Secretaries
 Mumbai

Corporate Identification Number (CIN)

L17110MH1912PLC000351

Bankers

State Bank of India, Mumbai
 HDFC Bank Ltd., Mumbai

Solicitors

M/s.Wadia Ghandy & Co.
 Mumbai

Registered Office

30, Keshavrao Khadye Marg,
 Sant Gadge Maharaj Chowk,
 Mumbai-400 011
 Tel. : 23082951

Share Transfer Agent

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

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Annual General Meeting of the Company will be held on Wednesday, 5th August, 2015 at 11.30 A.M. at M.C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001.

SIMPLEX REALTY LIMITED

NOTICE

NOTICE is hereby given that the Hundred and Second **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX REALTY LIMITED** will be held on Wednesday, the 5th August, 2015 at 11.30 A.M. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai - 400 001 to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend for the financial year ended 31st March, 2015 on Equity Shares.
3. To appoint a Director in place of Shri T. C. Suseel Kumar (DIN 06453310), who retires by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Statutory Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai (ICAI Registration Number 102200W), as Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the Hundred and Third AGM of the Company, on a remuneration as may be fixed by the Board of Directors."

Special Business:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri S. K. Somany (DIN 00001131), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 11th November, 2019, not liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Vijay S. Jindal (DIN 00300141), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th November, 2014, in terms of Section 161 (1) of the Companies Act, 2013 and Article 131 of the Articles of Association of the Company who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 11th November, 2019, not liable to retire by rotation."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 (hereinafter referred to as 'the Act') and pursuant to the resolution passed by the Nomination and Remuneration Committee of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the consent of the Company be and is hereby accorded to the appointment of Shri Sanjay N Damani, as the Executive Director of the Company for a period of three years with effect from 1st June, 2015, upon the terms and conditions including remuneration, as set out in the draft Agreement (hereinafter referred to as the 'the Agreement') to be executed between the Company and Shri Sanjay N Damani, as placed before this meeting and duly initialed by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of Directors of the Company) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Shri Sanjay N Damani as referred above, has no profits or its profits are inadequate, Shri Sanjay N Damani, as the Executive Director of the Company be paid the aforementioned remuneration as 'Minimum Remuneration' in the respective financial year(s) notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisite approvals;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to

implement and give effect to the foregoing resolution.”

By Order of the Board of Directors

Shekhar R Singh
Company Secretary

Mumbai, 11th May, 2015

CIN: L17110MH1912PLC000351

Registered Office:

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies, in order to be valid, should be duly completed, stamped and signed and must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Explanatory Statement pursuant to the provision of Section 102 of the Companies Act, 2013, ('the Act') in respect of **Item Nos. 5, 6 and 7** of the Notice dated 11th May, 2015 is appended hereto.
3. The information as required pursuant to the revised Clause 49 of the Listing Agreement about Directors proposed to be appointed / re-appointed is given in Annexure to this Notice.
4. The Members/Proxy holders are requested to bring their duly filled Attendance Slip along with their copy of the Annual Report to the meeting.
5. The Register of Members and Transfer Books of the Company will remain close from Friday, the 31st July, 2015, to Wednesday, the 5th August, 2015 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2015, if declared at the meeting and for the purpose of the

Hundred and Second Annual General Meeting (AGM) or any adjournment thereof.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM of the Company.
7. Payment of Dividend, if declared at the meeting, will be paid to the members, whose names appear on the Register of Members of the Company as on Wednesday, the 5th August, 2015. In respect of the shares held in dematerialized form, the Dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners at the close of business hours on Thursday, the 30th July, 2015.
8. The Members who hold shares in physical form are requested to notify any change in their address to the Company's Share Transfer Agent, Freedom Registry Limited, having its office at Plot No. 101/102, 19th Street, MIDC, Satpur, Nashik - 422 007. The Members who hold shares in dematerialized form are requested to notify any change in their address to their respective Depository Participants.
9. Corporate members intending to send their Authorized Representatives to attend and vote at the Meeting are requested to ensure that the authorised representative carries a duly certified true copy of their Board Resolution.
10. **Voting through Electronic means**
 - I In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the Hundred and Second AGM. The business may be transacted through e-Voting Services provided by CDSL.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members voting electronically are as under:

- (i) The voting period begins on the Sunday, 2nd August, 2015 (10.00 am) and ends on the Tuesday, 4th August, 2015 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the Wednesday, 29th July, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Members.
- (iv) Now, Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository of the Company please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction no. IV.</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Note for Non-Individual Members and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity and should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create Compliance User using the admin login and password. The Compliance User would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on

approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") at www.evotingindia.com under help section.

- II The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of the Wednesday, 29th July, 2015.
- III Shri Manish L. Ghia of M/s. Manish Ghia & Associates, Practising Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- V The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.simplex-group.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- VI All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of the AGM of the Company.

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 Nos. 5, 6 and 7** of the accompanying Notice dated 11th May, 2015.

Item No. 5

Shri S. K. Somany, Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Shri S. K. Somany vide his letter dated 5th November, 2014 informed that consequent upon the requirements of revised Clause 49 of Listing Agreement, he had met the criteria prescribed in Clause 49(II)(B)(1) of Listing Agreement and also under Section 149 (6) of the Act for his appointment as an Independent Director of the Company and is independent of the management. Accordingly, the Board of Directors at its meeting held on 12th November, 2014 has categorized him as an Independent Non-executive Director of the Company for five consecutive years under Section 149 of the Act with effect from 12th November, 2014. His appointment is subject to the approval of the Shareholders.

The Company has received a notice from a member proposing Shri S.K. Somany as a candidate for the office of Director of the Company. Copy of the draft letter for appointment of Shri S.K. Somany as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors therefore consider that Shri S. K. Somany has fulfilled the conditions specified in the Act and under Clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management.

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 S.K. Somany as an Independent Director.

The requisite consent, pursuant to Section 152 of the Act has been filed by Shri S.K. Somany and he holds 900 equity shares in the Company.

Except Shri S. K. Somany, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested,

financial or otherwise, in the resolution set out at Item No. 5.

A brief profile of Shri S.K. Somany is given in the Annexure to the Notice.

The Board recommends the Resolution at item No. 5 of the Notice for your approval.

Item No. 6

The Board of Directors at its meeting held on 12th November, 2014, on the recommendation of Nomination and Remuneration Committee, appointed Shri Vijay S. Jindal as an Additional Director under Section 161 (1) of the Act read with Article 131 of the Articles of Association of the Company in the category of Independent Non-Executive Director of the Company for five consecutive years under Section 149 of the Act with effect from 12th November, 2014. His appointment is subject to the approval of the Shareholders.

In terms of the provisions of Section 161(1) of the Act, Shri Vijay S. Jindal holds office upto the date of forthcoming AGM.

The Company has received a notice from a member proposing Shri Vijay S. Jindal as a candidate for the office of Director of the Company. Copy of the draft letter for appointment of Shri Vijay S. Jindal as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors therefore consider that Shri Vijay S. Jindal has fulfilled the conditions specified in the Act and under Clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management and the requisite consent, pursuant to Section 152 of the Act has been filed by Shri Vijay S. Jindal.

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 Vijay S. Jindal as an Independent Director.

Shri Vijay S. Jindal does not hold by himself or for any other person on a beneficial basis, any equity shares in the Company.

Except Shri Vijay S. Jindal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

A brief profile of Shri Vijay S. Jindal is given in the Annexure to the Notice.

The Board recommends the Resolution at item No. 6 of the Notice for your approval.

Item No.7

The Board of Directors at its meeting held on 11th May, 2015, on the recommendation of Nomination and Remuneration Committee, has approved the appointment of Shri Sanjay N Damani as the Executive Director of the Company for the period of three years with effect from 1st June, 2015 on the terms and conditions including as to remuneration as set out in the Agreement, subject to the necessary approvals.

Shri Sanjay N Damani has been associated with the Company since 2012. He is a Bsc BA in Marketing and Finance from Bryant University Rhode, Island, USA having experience in the area of Marketing, Finance and General Management. With the significant growth of the operational activities of the Company, it has become necessary for the Company to avail the expertise of Shri Sanjay N Damani on regular basis.

The Board considers that the appointment of Shri Sanjay N Damani as the Executive Director of the Company would be of immense benefit to the Company.

The Agreement to be executed between the Company and Shri Sanjay N Damani contains, *inter-alia*, the following terms and conditions:

(I) Remuneration:

(i) Salary:

The Proposed remuneration is ₹ 50,000/- per month, payable as under:

- a) Basic Salary: ₹ 20,000/- per month.
- b) House Rent Allowance: ₹ 10,000/- per month.
- c) Perquisite as shown below upto ₹ 20,000/- per month.

(ii) Perquisites: Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

- A. In addition to salary, Shri Sanjay N Damani will be entitled to perquisites and allowances like reimbursement of

expenses in respect of gas, electricity and water, furnishing and repairs, medical reimbursement and leave travel concession for self and his family, club fees, personal accident insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from time to time.

- B. Shri Sanjay N Damani shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- a) gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- b) Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service. The leave accumulated but not availed of will be allowed to be encashed at the end of the tenure.

- C. The Company shall provide a car for use on Company's business and telephone at the residence of Shri Sanjay N Damani. Shri Sanjay N Damani will be billed by the Company for personal long distance calls on telephone and use of car for personal purposes.

- D. The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

- (iii) Commission: Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee of Directors of the Company and/or the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated in Section 197 of the Act.

- (II) Minimum Remuneration: Where in respect of any financial year, during the tenure of Shri Sanjay N Damani as the Executive Director of the Company, the Company has no profits or its profits are inadequate, Shri Sanjay N Damani as the

Executive Director of the Company shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisites approvals.

(III) Other Terms and Conditions:

- a) The tenure of the Executive Director shall be for a period of three years commencing from 1st June, 2015.
- b) The Executive Director will devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- c) The Executive Director shall not exceed the powers so delegated by the Board pursuant to clause (III)(b) above.
- d) The Executive Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- e) The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.
- f) The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

The Shareholders are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and the Executive Director have agreed on the terms of employment. After obtaining approval from Shareholders, the Board will formally execute the agreement with the Executive Director reflecting the terms.

The said draft Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

The appointment of Shri Sanjay N Damani as the Executive Director and remuneration payable to him are in line with provisions and Schedule V to the Act subject to the approval of members to be obtained at this AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

Except Shri Nandan Damani, none of the Directors is interested in the said appointment and remuneration payable to Shri Sanjay N Damani as the Executive Director of the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act.

The Board recommends the Resolution at item No. 7 of the Notice for your approval.

By Order of the Board of Directors

Shekhar R Singh
Company Secretary

Mumbai, 11th May, 2015
CIN: L17110MH1912PLC000351

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

SIMPLEX REALTY LIMITED

Additional information pursuant to Clause 49 of the Listing Agreement, with regard to Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting

Brief Resume of the Directors

Name of Director	Shri T. C. Suseel Kumar	Shri S. K. Somany	Shri Vijay S. Jindal	Shri Sanjay N Damani
Date of Birth	01.02.1961	29.03.1931	13.02.1962	16.09.1989
Date of Appointment	30.11.2012	02.11.1991	12.11.2014	14.05.2012
Experience in specific Functional Areas	He is an Executive Director (CRM) of Life Insurance Corporation Of India.	He has a rich experience in the business of Ceramic, Glass and Textile Industries of more than five decades.	He has a rich experience in the business of Drugs and Pharmaceuticals Industries of more than two decades.	He has more than five years' experience in the Real Estate Sector.
Qualification	M.A.	B. Com.	MBA	Bsc BA (Marketing and Finance) from Bryant University Rhode, Island, USA
Directorships held in other Companies	Nil	<ol style="list-style-type: none"> 1. Jamshri Ranjitsinghi Spg. and Wvg. Mills Co. Ltd. 2. The Nav Bharat Refrigeration and Industries Ltd. 3. Soma Textiles and Industries Ltd. 4. Somany Evergreen Knits Ltd. 5. Shreelekha Global Finance Ltd. 	<ol style="list-style-type: none"> 1. Jindal Drugs Pvt. Ltd. 2. Tien Yuan India Pvt. Ltd. 3. Middle East Traders Pvt. Ltd. 4. Jindal Laboratories Pvt. Ltd. 5. Eskay Management Services Pvt. Ltd. 6. Jindal Overseas Corporation 	<ol style="list-style-type: none"> 1. The Nav Bharat Refrigeration And Industries Ltd. 2. Shreelekha Global Finance Ltd. 3. New Textiles Pvt. Ltd. 4. Lucky Vyapaar and Holdings Pvt. Ltd. 5. Simplex Renewable Resources Pvt. Ltd. 6. Enas Foundation (Section 8 Companies)
Committee positions held in other Companies	Nil	<p>Chairman/ Member of Audit Committee</p> <ol style="list-style-type: none"> 1. Jamshri Ranjitsinghi Spg. & Wvg. Mills Co. Ltd.-Chairman 2. Soma Textiles and Industries Ltd. -Member <p>Chairman Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. Soma Textiles and Industries Ltd. 2. The Nav Bharat Refrigeration and Industries Ltd. <p>Member of Remuneration Committee</p> <ol style="list-style-type: none"> 1. Soma Textiles and Industries Ltd. 2. Jamshri Ranjitsinghi Spg. and Wvg. Mills Co. Ltd. 	Nil	Nil
Equity Shares held in Simplex Realty Ltd.	Nil	900	Nil	61553

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the 102nd Annual Report, together with the Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

(In ₹)

	2014-15	2013-14
Total Income	11,84,46,458	40,72,65,594
Profit before Depreciation, Finance Costs and Taxation	2,13,08,459	17,29,68,433
Less: Depreciation	27,61,367	17,51,560
Less: Finance Costs	59,40,172	1,05,43,813
Profit before tax	1,26,06,920	16,06,73,060
Less: Current tax	54,71,140	6,64,52,504
Deferred tax	(2,46,070)	(17,52,411)
Taxes of earlier years (net)	(34,215)	45,42,433
Profit for the year	74,16,065	9,14,30,534
Add: Balance in the Statement of Profit and Loss	46,55,95,801	39,38,64,569
Less: Appropriation		
Transfer to General Reserve	-	92,00,000
Proposed Dividend on Equity Shares	29,91,382	89,74,146
Tax on Dividend	6,08,986	15,25,156
Less: Adjustment relating to Fixed Assets	4,62,622	-
Closing Balance	46,89,48,876	46,55,95,801

DIVIDEND

The Directors are pleased to recommend Dividend on equity shares for the year ended 31st March, 2015 at ₹ 1/- (i.e. 10%) per equity share of face value of ₹ 10/-, subject to the approval of the Members at the Hundred and Second Annual General Meeting (AGM). The total cash out flow on account of equity dividend payment, including dividend distribution tax would be ₹ 36,00,368/- for the financial year 2014-15.

OPERATIONS

Your Company has reported total income of ₹ 11,84,46,458/- and the net profit of ₹ 74,16,065/- during the year ended 31st March, 2015.

During the year, revenue from the project "Simplex KhushAangan" has been recognized.

ASSOCIATE AND JOINT VENTURE COMPANIES

The Company has two associates viz. Simplex Papers Limited and Simplex Mills Company Limited. There are no joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ('the Act').

In terms of proviso to sub-section 3 of Section 129 of the Act, the salient features of the financial statements of the Associate Companies is set out in the prescribed form AOC-1 (Part 'B' - Associates and Joint Ventures) which forms part of the Annual Report.

PROJECT

The Company is developing a project "Simplex KhushAangan" a Residential cum Commercial Complex in the western suburb of Mumbai with the land owner.

SIMPLEX REALTY LIMITED

The Company has booked approximately 48 percent of saleable area in residential wing and booking for shops in commercial wing has been opened and expect to get bookings in the coming quarters. The finishing work is going on in full swing and R.C.C. work has been completed.

PUBLIC DEPOSITS

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

LOANS, GUARANTEES AND INVESTMENTS

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

At the Board meeting held on 11th May, 2015, Shri Sanjay N Damani, was appointed as the Executive Director of the Company for a period of three years with effect from 1st June, 2015 on the terms and conditions in conformity with the provisions of Sections 196, 197 and read with Schedule V of the Act and subject to approval of the members in the forthcoming AGM.

Shri T. C. Suseel Kumar who retires by rotation at the forthcoming AGM and, being eligible, offer himself for re-appointment.

Shri S.K. Somany, Director of the Company vide its letter dated 5th November, 2014 informed that consequent upon the requirements of revised Clause 49 of Listing Agreement, he had met the criteria prescribed in Clause 49 (II) (B) (1) of Listing Agreement and also under Section 149 (6) of the Act. Accordingly, Shri S.K. Somany was categorized as an Independent Director with effect from 12th November, 2014.

Shri Vijay S. Jindal was appointed as an Additional Director of the Company in the category of Independent Director with effect from 12th November, 2014 under Section 161 (1) of the Act read with Article 131 of the Articles of Association of the Company. Shri Vijay S. Jindal holds office upto the date of forthcoming AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and under Clause 49 of the Listing

Agreement.

The details of the Directors being recommended for appointment and re-appointment are contained in the accompanying Notice of the forthcoming AGM.

Pursuant to the provisions of Section 203 of the Act, the appointment of Shri Nandan Damani, Chairman & Managing Director, Shri Surendra Kabra, Chief Financial Officer and Shri Shekhar R Singh, Company Secretary, were formalized as the Key Managerial Personnel of the Company.

BOARD EVALUATION

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering 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 Director was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, four Board meetings were held. The details of the meetings are given in Corporate Governance Report which forms part of this Report.

REMUNERATION AND NOMINATION POLICY

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this Policy is given in the Corporate Governance Report which forms part of this Report.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

PARTICULARS OF EMPLOYEES

During the year, there was no employee in receipt of

remuneration as prescribed in the Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The prescribed particulars of Employees as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure IV** and form part of this Report.

AUDITORS

At the 101st Annual General Meeting held on 6th August, 2014, M/s. Dayal and Lohia, Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company to hold office from the conclusion of that AGM until the conclusion of the 4th consecutive AGM held thereafter (subject to ratification of the appointment by the Members at every AGM held after that AGM).

In terms of the first proviso to Section 139 of the Act read with Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, the appointment of the auditor shall be subject to ratification by the Members at every annual general meeting till the expiry of the term of the Auditor. Accordingly, the appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company, is placed for ratification by the Members.

In this regard, the Company has received a certificate from the Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Act.

SECRETARIAL AUDIT

A Secretarial Audit was conducted during the year by the Secretarial Auditor, Shri Manish L. Ghia of M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai 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. There are no qualifications or observations or remarks made by the Secretarial Auditor in his Report.

CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchange. 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 Clause 49 (III) (D) (4) (a) of the Listing Agreement, 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 judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the said period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. there is a proper systems to ensure compliance with the provisions of all applicable laws and that such systems were 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 were in the ordinary course of business 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, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board is available on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

SIMPLEX REALTY LIMITED

CORPORATE SOCIAL RESPONSIBILITY

As a part of its initiatives under "Corporate Social Responsibility (CSR), the Company has undertaken projects in the areas of Education, Scholarship, Bridge Education, Tuition Support, Book Provisioning and providing educational aid under the sector of literacy.

These projects are largely in accordance with Schedule VII of the Act. The details of Committee and its terms of reference are set out in Corporate Governance Report. The Annual Report on CSR activities is attached as **Annexure I** and forms part of this Report.

RISK MANAGEMENT COMMITTEE

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted the Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report which forms part of this Report.

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This policy seeks to minimize adverse impact on the business of the Company.

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 is explained in the Corporate Governance Report and is available on the Company's website.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure III**.

STOCK EXCHANGE

The Company's equity shares are listed at BSE Limited and the Annual Listing Fees for the year 2015-16 has been paid.

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

Considering the Company's business activities, 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 & Technology Absorption.

Foreign Exchange Transactions:

	<u>2014-15</u>	<u>2013-14</u>
Foreign Exchange Earnings (₹)	Nil	Nil
Foreign Exchange Outgo (₹)	10,04,275/-	6,59,473/-

DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

Nandan Damani
Chairman & Managing Director

Mumbai, 11th May, 2015

Annexure I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy including, overview of projects or programmes proposed to be undertaken.**

Web-link to the CSR Policy:

<http://www.simplex-group.com/padf/CSR%20Policy.pdf>

2. **The composition of the CSR Committee:-**

Shri S. K. Somany – Chairman
Shri Nandan Damnai
Shri Sanjay N Damani

3. **Average net profit of the Company for last 3 financial years:**

Average net profit: ₹ 6,48,75,331/-

4. **Prescribed CSR Expenditure (2% of this amount as in 3 above):**

The Company is required to spend ₹ 12,97,507/- towards CSR.

5. **Details of CSR spend for the financial year:**

a) **Total amount spent for the year:** ₹ 13,00,000/-

b) **Amount unspent, if any :** Nil

c) **Manner in which the amount spent during the financial year is detailed below:**

(In ₹)

Sr No.	Projects/Activities	Sector	Locations Districts (State)	Amount outlay (Budget) project or Programs wise	Amount spent on the project/ Programs	Cumulative spend upto to the reporting period	Amount spent: Direct/through implementing agency
1	Educational Scholarship, Bridge Education , Tuition Support, Book Provisioning, Setting up library and providing educational aid	Literacy	Shahapur (Thane – Maharashtra)	12,97,507	13,00,000	13,00,000	13,00,000
				12,97,507	13,00,000	13,00,000	13,00,000

*The details of the implementing Agency:

Archana Educational Trust

Registration No. E- 18185, Mumbai.

Address: 81, Las Palmas, Little Gibbs Road,

Malbar Hill, Mumbai- 400006

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2015

[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 Realty Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Simplex Realty Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (I) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder 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 and Guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the audit period**);
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the Company during the audit period**);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**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, 2009 (**Not applicable to the Company during the audit period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**);
- (vi) As per information and explanation provided to us by the management of the Company, the provisions of Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 and the Rules made thereunder are specifically applicable to the Company based on their sector/industry.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable as Secretarial Standards were not notified during the audit period)**
- (ii) The Listing Agreement entered into by the Company with BSE Limited, Mumbai;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Directions etc. mentioned above.

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

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.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has pursuant to Section 180(1)(c) of the Act, passed a special resolution in the 101st Annual General Meeting held on 6th August, 2014 giving authority to Board of Directors to borrow money not exceeding ₹ 80 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.

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

For **Manish Ghia & Associates**
Company Secretaries

Manish L. Ghia
Partner

FCS 6252 C.P. No. 3531

Mumbai, 11th May, 2015

Annexure A

To,
The Members,
Simplex Realty Limited
Mumbai

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

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

- 4. Whereever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our 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.

For **Manish Ghia & Associates**
Company Secretaries

Manish L. Ghia
Partner

FCS 6252 C.P. No. 3531

Mumbai, 11th May, 2015

FORM NO. MGT - 9**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2015
[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1	CIN	L17110MH1912PLC000351
2	Registration Date	6 th November, 1912
3	Name of the Company	Simplex Realty Limited
4	Category / Sub-Category of the Company	Company having Share Capital
5	Address of the Registered office Contact details	30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai 400011 Tel No. 022-23082951 E-mail: company-secretary@simplex-group.com
6	Whether listed company	Yes
7	Name, Address and Contact details of Share Transfer Agent, if any	Freedom Registry Limited Plot No. 101/102, 19 th Street, MIDC, Satpur, Nashik – 422007 Tel No. 0253-2354032 E-mail: support@freedomregistry.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Construction & Real Estate Development	4100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Simplex Papers Ltd. 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai 400011	L21010MH1994PLC078137	Associate	49.01	2(6)
2	Simplex Mills Company Ltd. 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai 400011	L65900MH1998PLC16585	Associate	48.99	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	238806	-	238806	7.98	237906	-	237906	7.95	-0.03
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1285367	-	1285367	42.97	1292630	1287	1293917	43.26	0.29
e) Banks /FI	-	-	-	-	-	-	-	-	-
f) Any other...	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	1524173	-	1524173	50.95	1530536	1287	1531823	51.21	0.26
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub- Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A)(1) + (A)(2)	1524173	-	1524173	50.95	1530536	1287	1531823	51.21	0.26
B. Public Shareholding									
(1) Institutions									
a) Mutual Fund / UTI	-	400	400	0.01	-	400	400	0.01	-
b) Banks / FI	325	9091	9416	0.32	325	9091	9416	0.32	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	779550	-	779550	26.06	776694	-	776694	25.96	-0.10
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	779875	9491	789366	26.39	777019	9491	786510	26.29	-0.10

SIMPLEX REALTY LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non – Institutions									
a) Bodies Corporate	25246	5088	30334	1.01	28412	4734	33146	1.11	0.10
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	419379	215630	635009	21.23	404301	209649	613950	20.52	-0.71
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	12700	-	12700	0.43	0.43
c) Others (HUF, Clearing Members, Foreign national, NRIs, Trusts)	8410	4090	12500	0.42	10450	2803	13253	0.44	0.02
Sub – Total (B)(2)	453035	224808	677843	22.66	455863	217186	673049	22.50	-0.16
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1232910	234299	1467209	49.05	1232882	226677	145959	48.79	-0.26
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2757083	234299	2991382	100	2763418	227964	2991382	100	-

ii. Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2014)			Shareholding at the end of the year (As on 31.03.2015)			% Change in Shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
A. Individual							
a. Nandan Damani	113109	3.78	-	113109	3.78	-	-
b. Nandan Damani - HUF	300	0.01	-	300	0.01	-	-
c. Kamladevi Devratan Bagri	33	-	-	33	-	-	-
d. Nalini Somany	511	0.02	-	511	0.02	-	-
e. Sanjay Nandan Damani	61553	2.06	-	61553	2.06	-	-
f. Shashi A. Patodia	10414	0.35	-	10414	0.35	-	-
g. Shreelekha N. Damani	51936	1.74	-	51936	1.74	-	-
h. Sumita Somany	50	-	-	50	-	-	-
i. Surendra Kumar Somany	900	0.03	-	-	-	-	-0.03
B.Bodies Corporate							
a. Lucky Vyapaar and Holdings Pvt. td.	743040	24.84	-	743040	24.84	-	-
b. New Textiles Pvt. Ltd.	542327	18.13	-	550877	18.42	-	0.29
Total (A+B)	1524173	50.95	-	1531823	51.21	-	0.26

SIMPLEX REALTY LIMITED

iii. Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (From 01.04.2014 to 31.03.2015)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
Surendra Kumar Somany				
a. At the Beginning of the Year	900	0.03		
b. Changes during the Year:	Change in the category from Promoter to Director			
c. At the end of the Year			-	-
New Textiles Pvt. Ltd.				
a. At the Beginning of the Year	542327	18.13		
b. Changes during the Year:				
Date Reason				
02.05.2014 Buy	3956	0.13	546283	18.26
09.05.2014 Buy	635	0.02	546918	18.28
22.08.2014 Buy	390	0.01	547308	18.29
05.09.2014 Buy	335	0.01	547643	18.30
12.09.2014 Buy	100	0.00	547743	18.30
21.11.2014 Buy	147	0.00	547890	18.30
28.11.2014 Buy	714	0.02	548604	18.32
12.12.2014 Buy	202	0.01	548806	18.33
19.12.2014 Buy	650	0.02	549456	18.35
09.01.2015 Buy	166	0.01	549622	18.36
13.03.2015 Buy	450	0.02	550072	18.38
31.03.2015 Buy	805	0.03	550877	18.41
c. At the end of the year			550877	18.41

iv. Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (From 01.04.2014 to 31.03.2015)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
Life Insurance Corporation Of India				
a. At the Beginning of the Year	685741	22.92		
b. Changes during the Year	No change during the year			
c. At the end of the year			685741	22.92
The Oriental Insurance Company Limited				
d. At the Beginning of the Year	93756	3.13		
e. Changes during the Year:				
Date Reason				
13.06.2014 Sale	1117	0.03	92639	3.10
08.08.2014 Sale	1739	0.06	90900	3.04
f. At the end of the year	-	-	90900	3.04
Laxmi Devi Damani				
a. At the Beginning of the Year	8500	0.28		
b. Changes during the Year	No change during the year			
c. At the end of the year			8500	0.28
VSL Securities Private Limited				
a. At the Beginning of the Year	8000	0.27		
b. Changes during the Year	No change during the year			
c. At the end of the year			8000	0.27
Pratibha Maheshwari				
a. At the Beginning of the Year	7834	0.26		
b. Changes during the Year	No change during the year			
c. At the end of the year			7834	0.26
Veena Vallabhadas Gandhi				
a. At the Beginning of the Year	6955	0.23		
b. Changes during the Year	No change during the year			
c. At the end of the year			6955	0.23
Mahendra Girdharilal				
a. At the Beginning of the Year	6266	0.21		
b. Changes during the Year	No change during the year			
c. At the end of the year			6266	0.21

SIMPLEX REALTY LIMITED

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (From 01.04.2014 to 31.03.2015)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Ashish Damani*				
a. At the Beginning of the Year	6184	0.21		
b. Changes during the Year:				
Date Reason				
08.08.2014 Sale	1444	0.04		
22.08.2014 Sale	1000	0.03		
c. At the end of the year	-		-	-
Ricky Ishwardas Kirpalani*				
a. At the Beginning of the Year	5750	0.19		
b. Changes during the Year	-	-	-	-
c. At the end of the year			-	-
Sunil Gul Bijlani*				
a. At the Beginning of the Year	5502	0.18		
b. Changes during the Year	-	-	-	-
c. At the end of the year		-		
Tapan Kumar Dey**				
a. At the Beginning of the Year			3275	0.11
b. Changes during the Year:				
Date Reason				
11.04.2014 Buy	450	0.02	3275	0.13
25.04.2014 Buy	700	0.02	4425	0.15
16.05.2014 Sale	229	0.01	4196	0.14
23.05.2014 Buy	242	0.01	4438	0.15
30.05.2014 Buy	600	0.02	5038	0.17
06.06.2014 Buy	670	0.02	5708	0.19
13.06.2014 Buy	372	0.01	6080	0.20
20.06.2014 Buy	300	0.01	6380	0.21
30.06.2014 Buy	90	0.00	6470	0.21
04.07.2014 Buy	500	0.02	6970	0.23
18.07.2014 Buy	650	0.02	7620	0.25
25.07.2014 Buy	425	0.01	8045	0.26
08.08.2014 Buy	555	0.02	8600	0.28
14.08.2014 Buy	700	0.02	9300	0.30
22.08.2014 Buy	300	0.01	9600	0.31
29.08.2014 Buy	1110	0.04	10710	0.35

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (From 01.04.2014 to 31.03.2015)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
05.09.2014 Buy	100	0.00	10810	0.35
12.09.2014 Buy	1127	0.04	11937	0.39
24.10.2014 Buy	63	0.00	12000	0.39
07.11.2014 Buy	254	0.01	12254	0.40
14.11.2014 Buy	200	0.01	12454	0.41
09.01.2015 Buy	318	0.01	12772	0.42
16.01.2015 Sale	72	0.00	12700	0.42
c. At the end of the year			12700	0.42
Upendra Kumar Singh**				
a. At the Beginning of the Year	-	-		
b. Changes during the Year:				
Date Reason				
25.07.2014 Buy	1272	0.04	1272	0.04
23.01.2015 Buy	7128	0.24	8400	0.28
c. At the end of the year			8400	0.28
Samanvith Securities Pvt. Ltd.**				
a. At the Beginning of the Year			4213	0.14
b. Changes during the Year:				
Date Reason				
30.05.2014 Buy	591	0.02	4804	0.16
06.06.2014 Buy	151	0.01	4955	0.17
13.06.2014 Buy	1504	0.05	6459	0.22
c. At the end of the year			6459	0.22

*Ceased to be in the list of Top 10 Shareholders as on 31st March, 2015. The same has been reflected above since the shareholders were one of the Top 10 Shareholders as on 1st April, 2014.

**Not in the list of Top 10 Shareholders as on 1st April, 2014. The same has been reflected above since the shareholders were one of the Top 10 Shareholders as on 31st March, 2015.

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v. Shareholding of Directors and Key Managerial Personnel

For Each of the Director	Name of Director			
	Shareholding at the beginning of the year (As on 01.04.2014)		Shareholding at the end of the year (As on 31.03.2015)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
Nandan Damani Chairman & Managing Director				
At the beginning of the year	113109	3.78	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	113109	3.78
V. B. Haribhakti Non-Executive Independent Director				
At the beginning of the year	300	0.01	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	300	0.01
S. K. Somany Non-Executive Independent Director				
At the beginning of the year	900	0.03	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	900	0.03
Sanjay N Damani Executive Director				
At the beginning of the year	61553	2.06	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	61553	2.06

For Each of the KMP	Name of Director			
	Shareholding at the beginning of the year (As on 01.04.2014)		Shareholding at the end of the year (As on 31.03.2015)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
Surendra Kabra Chief Financial Officer				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
At the end of the year	-	-	-	-
Shekhar R Singh Company Secretary				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
At the end of the year	-	-	-	-

Smt. Anna Malhotra, Shri T.C. Suseel Kumar and Shri Vijay S. Jindal, Directors of the Company did not hold any Shares during the year.

V. INDEBTEDNESS

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

(In ₹)

	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	8,93,50,757	-	8,93,50,757
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	8,93,50,757	-	8,93,50,757
Change in Indebtedness during the financial year				
Addition	-	12,41,99,320	-	12,41,99,320
Reduction	-	17,50,03,962	-	17,50,03,962
Net Change	-	-5,08,04,642	-	-5,08,04,642
Indebtedness at the end of the financial year				
i) Principal Amount	-	3,85,46,115	-	3,85,46,115
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3,85,46,115	-	3,85,46,115

SIMPLEX REALTY LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

(In ₹)

Sr. No.	Particulars of Remuneration	Shri Nandan Damani Chairman & Managing Director
	Gross Salary	
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	47,70,500
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	3,18,033
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-
2	Stock Options	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- Others, specify.....	-
5	Others, please specify	-
	Total (A)	50,88,533

B. Remuneration to other Directors:

1. Independent Directors

(In ₹)

Sr. No.	Particulars of Remuneration	Name of Director				Total Amount
		Shri. V.B. Haribhakti	Shri S.K. Somany	Smt. Anna Malhotra	Shri. Vijay S. Jindal	
	Fee for attending Board/ Committee Meetings	72,500	72,500	72,500	20,000	2,37,500
	Commission	Nil	Nil	Nil	Nil	Nil
	Other, please specify.....	Nil	Nil	Nil	Nil	Nil
	Total (B)(1)	72,500	72,500	72,500	20,000	2,37,500

2. Other Non-Executive Directors

(In ₹)

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount
		Shri Sanjay N Damani	Shri T.C. Suseel Kumar	
	Fee for attending Board/Committee Meetings	35,000	35,000	70,000
	Commission			
	Other, please specify.....			
	Total (B)(2)	35,000	35,000	70,000
	Total (B)=(B)(1) + (B)(2)			3,07,500

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shri Surendra Kabra	Shri Shekhar R Singh	
		Chief Financial Officer	Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	31,00,000	10,44,717	41,44,717
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	21,813	21,813
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (C)	31,00,000	10,66,530	41,66,530

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Property/ Punishment/ Compounding fees imposed	Authority	Appeal made, if any (give details)
				[RD/NCLT/ COURT]	
A. COMPANY					
Penalty					
Punishments					
Compounding					
B. DIRECTORS					
Penalty					
Punishments					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishments					
Compounding					

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;	Shri Nandan Damani 253:11																
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;	Directors: Shri Nandan Damani 28% Key Managerial Personnel: Shri Surendra Kabra, CFO Nil Shri Shekhar R Singh, CS Nil																
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;	27 employees as on 31.03.2015																
v.	The explanation on the relationship between average increase in remuneration and Company performance;	During the year, the Company has not given increment to employees except Chairman & Managing Director who was re-appointed during the year.																
vi.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	Increase in the Chairman & Managing Director's remuneration due to additional responsibilities taken up by him and there was no increment to KMP during the year.																
vii.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	<table><tr><th>Particulars</th><th>31st March, 2015</th><th>31st March, 2014</th><th>Variation</th></tr><tr><td>Market Capitalization (₹ Crore)</td><td>40.32</td><td>27.97</td><td>44%</td></tr><tr><td>Price Earnings Ratio</td><td>54.36</td><td>3.06</td><td>17.76</td></tr><tr><td>Closing rate of Share at BSE (₹)</td><td>134.80</td><td>93.50</td><td>44%</td></tr></table> <p>The Company has not made any Public issue or Rights issue of securities in the last 15 years, so comparison have not been made of current share price with public offer price. The Company's shares are listed on BSE Limited.</p>	Particulars	31 st March, 2015	31 st March, 2014	Variation	Market Capitalization (₹ Crore)	40.32	27.97	44%	Price Earnings Ratio	54.36	3.06	17.76	Closing rate of Share at BSE (₹)	134.80	93.50	44%
Particulars	31 st March, 2015	31 st March, 2014	Variation															
Market Capitalization (₹ Crore)	40.32	27.97	44%															
Price Earnings Ratio	54.36	3.06	17.76															
Closing rate of Share at BSE (₹)	134.80	93.50	44%															
viii.	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;	There was no increment in the salary of the employees as well as KMP in the last financial year. There was increase in the remuneration to Chairman & Managing Director by 28% on his re-appointment for a period of 3 years and this increase is for the term of his appointment.																
ix.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Same as in (vi)																

x.	The key parameters for any variable component of remuneration availed by the directors;	The Directors are not getting any variable component during the year.
xi.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	The Chairman & Managing Director is the highest paid Director. No employee received remuneration higher than the Chairman & Managing Director.
xii.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended 31 st March, 2015 is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Mumbai, 11th May, 2015

Nandan Damani
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW OF THE ECONOMY

Indian economic growth in 2014 rose to 5.2 percent from 4.7 percent last year as a result of the improving macro-economic situation. The wholesale and consumer price inflation has fallen to 4.2 percent and 7.4 percent from last year's 6.3 percent and 10.1 percent on the back of a strong base effect. Falling oil prices, lower food and commodity prices and the proactive measures taken by the Government helped in containing inflation in 2014.

Contrary to expectations, agricultural growth was strong at 4.5 percent in 2014. However, the slow pace of reforms, lack of impetus for infrastructure projects, high interest rates and tightening of fiscal policies adversely impacted the capital goods sector. Industrial production/ output was also sluggish.

The low economic growth appears to have bottomed out and a gradual increase in economic activity is expected in 2015. The medium term to long term growth prospects look positive in view of the Government's determination to bringing reforms. For the year 2015, the economy is expected to grow at a higher rate than in 2014. The long term prospects for the economy is optimistic.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian real estate sector is one of the most globally recognized sectors. The real estate sector has transformed from being unorganized to a dynamic and organized sector over the past decade. It has a huge multiplier effect on the economy and therefore, is a big driver of economic growth. It is the second-largest employment-generating sector after agriculture. The Indian real estate market size is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 percent to the country's GDP. Also, in the period FY 2008-2020, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 percent.

According to a study by ICRA, the construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The real estate sector in India is being recognized as an infrastructure service that is driving the

economic growth engine of the country. The Foreign Direct Investment (FDI) in this sector is expected to grow to US \$ 25 billion in the next 10 years from present US \$ 4 billion.

The capital intensive real estate sector faces a severe constraint in terms of adequate and structured financing options. According to EY's estimates, the investments required in the Indian real estate market by the year 2015 is approximately US\$ 42 billion (excluding EWS housing) and approximately US\$ 257 billion (including EWS housing). Residential real estate alone will require an investment of US\$ 29 billion.

The real estate is not only the biggest contributor to GDP of the country but is also the fourth largest sector in terms of Foreign Direct Investment (FDI) inflows in the country. During the year the FDI inflow in construction development (township, housing etc) sector was about ₹ 4582 crores from April 2014 to March 2015.

Residential real estate segment

The residential real estate segment is the major contributor of the total turnover of the Indian real estate sector and accounts for majority of the market share. The residential real estate comprises of residential buildings and integrated townships. Integrated townships include multiple residential building complexes along with other amenities like schools and hospitals.

Demand for residential units is driven by a combination of factors like property prices, interest rates, economic conditions, income levels, urbanization rate, rise in nuclear families, greater access to formal credit and supportive government policies, etc.

The new Government's thrust on smart cities, housing for all and urban renewal is expected to give a boost to the growth of the residential sector. Its efforts are likely to create an adequate demand, but implementation remains the key. The country has been witnessing a sharp decline in absorption since 2011, with potential buyers deferring their purchases. These buyers are now gradually returning to the market. This may raise sales volume in the near future (primarily in the mid-income and affordable segment).

The enhanced pace of urbanization has added

pressure on the existing residential real estate infrastructure, resulting in improved demand for residential spaces. Further, as per the Planning Commission, it is estimated that about 600 million people will live in urban areas by 2030. Around 95 per cent of urban housing shortage mainly exists in the Economically Weaker Section (EWS) and Lower Income Group (LIG) and around 90 per cent of rural housing shortage primarily exists in lower income and marginalized groups. Consequently, need-based demand for affordable housing will continue for the coming years.

Commercial real estate segment

The commercial real estate segment includes office spaces, IT parks, retail, healthcare, hospitality, industries and Special Economic Zones (SEZ). While commercial real estate segment has lagged residential real estate in 2014 in terms of supply and demand, there is a huge opportunity in commercial real estate segment. As opportunities within the evolving industry are abundant, there is also a great amount of scope for allied industries due to the demand for quality commercial real estate. Companies offering end-to-end solutions for offices and companies also offering services related to establishing ready-to-move-in spaces will prosper due to the rising demand for quality offices.

Information Technology enabled Services (ITES), Banking Financial Services and Insurance (BFSI) and Manufacturing sectors resulting in significant demand for office space. Together, these three sectors occupy more than 75 percent of the total office space in India.

Corporate entities have already begun rolling out their expansion plans due to improving sentiments in the country. The anticipated revival of the economy is expected to be a key trigger for the segment. Given that the market has seen oversupply in the last few years, the gap between demand and supply is likely to shorten, leading to a further increase in rentals.

Retail real estate segment

The Indian retail industry has presently emerged as one of the most dynamic and fast paced industries as several players have started to enter the market. It accounts for over 10 percent of the country's GDP and around 8 percent of the employment in India. The country is today the fifth largest global destination in the world for retail.

The Indian Retail sector has come off age and has gone through major transformation over the last decade with a noticeable shift towards organized retailing. According to the 'Yes Bank - Assocham' study, the retail market is expected to reach a ₹ 47 lacs crore by 2016-17, as it expands at a compounded annual growth rate of 15 percent.

Online retail business is the next gen format which has high potential for growth in the near future. After conquering physical stores, retailers are now foraying into the domain of e-retailing. The retail industry is all set to test waters over the online medium, by selling products through websites. Food and grocery stores comprises the largest chunk of the Indian retail market.

With the growth in the retail industry, the corresponding demand for real estate is also being created. Further, with the online medium of retail gaining more and more acceptance, there is a tremendous growth opportunity for retail companies, both domestic and international.

Real Estate Investment Trusts (REITs) are currently open for office space, but developers of malls are anticipating extending of REITs to shopping centers, which will boost development of malls in the country. Further more, relaxation of FDI norms may encourage foreign single and multi-brand retailers to set up shop in India and create a significant demand for retail space.

3. OPPORTUNITIES

- Announcements in Union Budget 2014-15 of various tax incentives and a scheme to create 100 smart cities in the country have added to the optimism of industry towards revival and growth in the sector.
- Reserve Bank of India, in order to encourage infrastructure development and sub-sectors such as affordable housing has relaxed norms of priority sector lending by announcing exemption for long term bonds from mandatory regulatory norms. The ease of lending announced for affordable housing will prompt many small and mid-scale developers to enter the market with their projects. This would result in increased housing supply.
- According to the circular/ notification of the Government on FDI in construction sector, foreign investment rules in the construction sector has now been relaxed, making it easier for investors to enter the market, sell assets or

transfer their stakes and repatriate proceeds before the completion of a project, which will not only benefit the retail industry but also boost the demand for commercial real estate.

- The Securities and Exchange Board of India (SEBI) has notified final regulations that will govern REITs and Infrastructure Investment Trusts (InvITs). This move will enable easier access to funds for cash-strapped developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors.
- Growing requirements of space from sectors such as education, healthcare and tourism provide opportunities in the real estate sector with IT parks, retail, hospitality, special economic zones, financial services, telecom and other new age sectors taking center stage will continue providing tremendous room for growth in commercial office space.
- Urban population has been increasing and is expected to cross 600 million by 2030. Urbanization and growing household income are some of the major factors that influence demand for residential real estate and growth in the retail sector.
- In the coming year interest rates are expected to witness a downward trend which can positively impact affordability and consumer sentiment. Also availability of funds at a lower cost will help timely project completion in the sector.

4. THREATS

- Depressed demand, together with increased construction costs - both material and labour which has been putting pressure on the cost of projects and profit margins.
- Any adverse move by the banking sector towards the lending policy on the real estate loans may increase the cost of borrowing.
- The delay in approvals of project and amendments in the various Rules and Regulations can adversely impact new launches and increase in the cost of the projects. Retrospective applicability of policy changes may impact profitability.
- Lack of supporting infrastructure such as roads, highways, electricity, etc. that can hamper the growth of real estate as it's thrives

on availability of good infrastructure.

- Acute shortage of skilled workforce at all levels.

ON GOING PROJECT

The Company's project "Simplex KhushAangan" is a cluster of residential and commercial space located on prime location of S. V. Road, Malad (W), Mumbai. The project Simplex KhushAangan comprises of ground plus two storeys of commercial space on the front side which opens on S. V. Road and the rear side has a 16 storeys residential tower which offers spacious 2, 3 and 3 & 1/2 BHK flats with modern amenities like swimming pool, club house, gymnasium, garden etc. The Company has received booking of about 48 percent of saleable area in residential side of the project and booking for commercial side has been opened. The finishing work is going on in full swing and R.C.C. work has been completed. During the year, the Company has recognized revenue from the project based on percentage completion method as per the guidance note issued by the ICAI.

The Company continues to focus on consolidation of its operations, rationalization of business and exploring the opportunities in the development and redevelopment projects of residential projects.

5. OUTLOOK

The real estate and construction sectors play a crucial role in the overall development of India's core infrastructure. The real estate industry's growth is linked to developments in the retail, hospitality and entertainment (hotels, resorts, cinema theatres) industries, economic services (hospitals, schools) and information technology (IT)- enabled services (like call centers) etc and vice versa.

A stable Government at the Centre and a strong leadership will improve sentiments and lead to economic reforms, which will augur well for the retailing industry. Foreign retailers, who earlier adopted a wait-and-watch approach and were sitting on the fence, may now enter India. We envisage a plethora of brands to make a beeline to set up shop in premium retail destinations in India, giving retailing a boost and leading to an upside to rentals.

The Indian Government has recently announced its vision of "Housing for all by 2022," the year in

which India will celebrate 75 years of its independence. To achieve this ambitious target, the Government will need to come up with an optimum mix of budgetary support and policies to strengthen investors' sentiments and make housing projects, especially in the affordable segment, financially accessible to people from all walks of life.

The year 2014 has been quite fruitful for the real estate sector in terms of business sentiment, although the real effect of many of the policies and amendments announced in 2014 will take effect only in 2015. Starting from Union Budget FY 2014-15, where affordable housing was considered on par with infrastructure, to relaxation of rigidities in the Land Acquisition and Real Estate Regulatory Act.

The winds of change are now blowing more perceptibly. Inflation, including the house price component, has now been reduced to the lowest level in recallable history. Property buyers are back in force in most cities as enquiries have rebounded, and developers are finally reading the writing on the wall more accurately and coming in with the kind of supply that is relevant to demand.

Encouragingly, India's economic conditions are moving forward as policy makers are vigorous in strengthening the economic pillars of the country to augment the GDP growth. This has several positive effects, more so, for the property markets paving way for a still better 2015 for Indian Real Estates. The 2015 will definitely be a good year for the real estate sector on three counts:

- The threat of inflation has completely submerged, and borrowing rates are sure to go down from the current levels. This will encourage potential buyers planning to avail of home loans to finally take the plunge. Also, with property prices staying stable and good deals being offered by developers in order to clear their inventory, fence-sitting buyers be further encouraged to press the 'buy' button.
- Economic activity is gradually picking up, and the Central Bank anticipates GDP growth to reach 6.5 per cent y/y in the next financial year (FY2015-16). Corporate India has already made it clear that there will be more hiring of talent to help tackle rising business activity. Put together, this means a rise in jobs and incomes, which in turn is very favourable for both residential and commercial real estate.

- The market has witnessed a re-orientation and developers are now largely focusing on affordable homes. This will go a long way, though definitely not all the way, in bridging the existing wide gap between demand and supply of affordable homes.

The total revenue of the real estate sector was US \$ 66.8 billion during 2010-11 and expected to earn a revenue of US \$ 180 billion by 2020.

6. RISKS AND CONCERNS

The Company's ability to foresee and manage business risks is crucial in achieving favorable results. While management is positive about company's long term outlook, we are subject to few risks and uncertainties as given below:

Market price fluctuation

The performance of your company may be affected by the sales at a price which are driven by prevailing market conditions, the nature and location of the projects.

Price risk of the inputs

The primary building materials like steel and cement are subject to price volatility due to general economic conditions, competition, production levels, transportation costs and domestic and import duties and any adverse impact of rise in input cost will have impact on the profitability of the Company.

Development risk

Development depends on several factors which include receipt of required approvals, weather conditions, labour availability, material shortages etc and any of these factor may have an adverse impact on execution.

Economic risk

Any adverse change in any macroeconomic variables like GDP growth, interest rates, inflation, changes in tax, trade, fiscal and monetary policies etc. may adversely impact the Company's business, profitability and financial condition.

Health and safety risks

Real estate Companies constantly face the risk of injury or illness to the Company's or third parties' construction workers.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of internal control procedure commensurate with its size and nature of the business so as to ensure that all assets are safeguarded from loss, damage or disposition and ensure that all transactions are authorized, recorded and reported correctly and adequately. All operations parameters are periodically monitored and strengthened. The Company continuously upgrades these systems in line with best accounting practices. The internal control system is further supplemented by a programme of internal audit conducted by an independent firm of Chartered Accountants. The Audit Committee of the Board of Directors reviews the effectiveness of internal controls and suggests improvements for strengthening them whenever required.

8. FINANCIAL AND OPERATING PERFORMANCE

The total income of the Company for the current year is ₹11,84,46,458/- as against ₹ 40,72,65,594/- during the previous year. The Company has earned a net profit of ₹ 74,16,065/- during the current year as against ₹ 9,14,30,534/- in the previous year. The EPS for the current year is ₹ 2.48 as against ₹ 30.56 in the previous year.

9. HUMAN RESOURCES

Employees are the key to achieve the Company's objectives and strategies. The Company provides

to the employees a fair equitable work environment and support from their peers with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the tasks assigned. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind its achievements, success and future growth.

We are continuously working to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment.

The industrial relations remained cordial during the year.

10. CAUTIONARY STATEMENT

The statements in this report describing the Company's objectives, estimations, expectations or projections, outlook etc., may constitute forward looking statements within the meaning of the applicable Rules, Laws and Regulations. Actual results may vary from such expectations, projections etc., whether express or implied. These statements are based on certain assumptions and expectations of future events over which the Company has no direct control.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is aimed to enhance the confidence among shareholders, customers, employees and ensuring a long term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company. Your Company has complied with requirements of the corporate governance code, disclosure requirements of which are given below.

2. BOARD OF DIRECTORS

a) Composition

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2015, the Board comprises of One Executive Director, and six Non-Executive Directors. The composition of the Board is in compliance with the requirements of revised Clause 49(II)(A) of the Listing Agreement as on 31st March, 2015.

None of the Directors on the Board is a Member of 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, 2015, 4 (four) Board Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2014, 6th August, 2014, 12th November, 2014, and 2nd February, 2015.

Attendance of Directors at Board Meetings during 2014-15 and Directorships and Committee Chairmanship/Membership of other companies as on 31st March, 2015

Name of the Director	Category	No. of Board Meetings held - 4	No. of Directorships and Committee Chairmanship/Membership			Attended Last AGM @
		Attended	Other Directorship*	Committee Chairmanship**	Committee Membership**	
Shri Nandan Damani	Executive	4	4	-	-	Yes
Shri V.B.Haribhakti	Independent Non-Executive	4	4	1	2	Yes
Shri S.K.Somany	Independent Non-Executive	4	5	3	1	Yes
Smt. Anna Malhotra	Independent Non-Executive	4	1	-	1	Yes
Shri Sanjay N Damani	Non-Executive	4	2	-	-	Yes
Shri T.C.Suseel Kumar	Non-Executive	4	-	-	-	Yes
¹ Shri Vijay S.Jindal	Independent Non-Executive	2	1	-	-	No

@ Last AGM was held on 6th August, 2014.

* 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/ Membership of only the Audit Committee and Stakeholders Relationship Committee of all Public Limited Companies have been considered.

¹Appointed as an Additional Director w.e.f. 12th November, 2014.

Shri Nandan Damani and Shri Sanjay N Damani are related to each other.

3. AUDIT COMMITTEE

During the year ended 31st March, 2015, 4 (four) Audit Committee Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2014, 6th August, 2014, 12th November, 2014, and 2nd February, 2015.

The composition of the Audit Committee and the number of meetings attended by each member during the year ended 31st March, 2015 is as follows:

Name of the Member	Designation	No. of Meetings held - 4
		Attended
Shri V. B. Haribhakti	Chairman	4
Shri S. K. Somany	Member	4
Smt. Anna Malhotra	Member	4

All the members of the Audit Committee are financially literate and one member has accounting and related financial management expertise.

The Company Secretary acts as the Secretary to the Committee.

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

The terms of reference of this Committee includes those specified under Clause 49 of the Listing Agreement as well as 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-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.
- Qualifications 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 and Internal Auditors, adequacy of the internal control systems;
- 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;
- Discussion with Internal Auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- 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's length pricing basis and to review and approve such transactions subject to the approval of the Board;
- To review the functioning of the Whistle Blower mechanism; and
- Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company.

4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Act and Clause 49 of the Listing Agreement the Board has re-constituted the existing "Remuneration Committee" by changing its nomenclature as "Nomination and Remuneration Committee".

During the year ended 31st March, 2015, 3 (three) Nomination and Remuneration Committee meetings were held. The dates on which the said meetings were held as follows:

10th May, 2014, 12th November, 2014 and 2nd February, 2015.

The composition of the Nomination and Remuneration Committee and the number of meetings attended by each member during the year ended 31st March, 2015 is as follows:

Name of the Member	Designation	No. of Meetings held - 3
		Attended
Shri V. B. Haribhakti	Chairman	3
Shri S. K. Somany	Member	3
Smt. Anna Malhotra	Member	3

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.

Non- Executive Directors are paid remuneration by way of sitting fees. The Commission payable to Executive and Non- Executive Directors is decided by the Nomination and Remuneration Committee.

The Company Secretary acts as the Secretary to the Committee.

REMUNERATION TO DIRECTORS

The Non-Executive Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them. They are also entitled to commission not exceeding 1% of net profits of the Company, if paid. The Nomination and Remuneration Policy, which was approved by the Board is available on the Company's website and a copy of the Policy is attached as **Annexure –A**.

Details of remuneration paid to Executive/Non-Executive Directors during the year ended 31st March, 2015 are as under:

Name of the Non- Executive Directors	Sitting fees (₹)
Shri V. B. Haribhakti	72,500/-
Shri S. K. Somany	72,500/-
Smt. Anna Malhotra	72,500/-
Shri Sanjay N Damani	35,000/-
Shri T. C. Suseel Kumar	35,000/-
Shri Vijay S.Jindal	20,000/-

Remuneration paid to Shri Nandan Damani, Chairman and Managing Director, during the financial year 2014-15 is ₹ 50,88,533/-.

Details of shares of the Company held by Non-Executive Directors are as under:

Name of Member	No. of Equity Shares held
Shri V.B. Haribhakti	300
Shri S.K. Somany	900
Shri Sanjay N Damani	61,553

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with Section 178 of the Act and Clause 49 of the Listing Agreement the Board has re-constituted the existing "Shareholders'/ Investors' Grievance Committee" by changing its nomenclature as "Stakeholders Relationship Committee".

During the year ended 31st March, 2015, 4 (four) Stakeholders Relationship Committee Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2014, 6th August, 2014, 12th November, 2014, and 2nd February, 2015.

The composition of the Stakeholders Relationship Committee and the number of meetings attended by each member during the year ended 31st March, 2015 is as follows:

Name of Member	Designation	Number of Meetings held- 4
		Attended
Shri S.K. Somany	Chairman	4
Shri Nandan Damani	Member	4

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, allotment of securities, issue of securities, crediting of securities in depository system, listing / de-listing of securities on / from stock exchange in India or abroad, transfer of securities, transmission of securities, demat of securities, remat of securities, issue of duplicate securities certificates, consolidation of securities certificates, 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, dividend and issue/redemption of securities and to authorize officials to open, operate and close the said accounts from time to time;
- To consider and resolve the grievances of security holders of the Company;
- To appoint/change and fix the fees and other charges payable to the Share Transfer Agent (STA) for handling the work relating to securities and to delegate powers to the STA as may be deemed fit and to monitor all activities of the STA;
- To consider and resolve the matters/ grievances of shareholders/ investors in regard to the following:
 - transfer of shares
 - non-receipt of dividends
 - non-receipt of shares in demat account
 - non-receipt of annual report
 - any other matter of shareholder / investor grievance
- To delegate any of the aforesaid matters to Director(s)/official(s) and/or the officials of the STA, as the Committee may deem fit.

Investor Relations

The following table shows the nature of complaints received from the Shareholders during the year ended 31st March, 2015, all of which have been resolved during the year.

Nature of Complaints	No. of Complaints
There are no complaints received from Shareholders during the year 2014-2015	-

There are no Shareholders complaints pending as on 31st March, 2015.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance with Section 135 of the Act, the Board has constituted a Corporate Social Responsibility Committee. The Corporate Social Responsibility Policy, which was approved by the Board is available on the Company's website and a copy of the Policy is attached as **Annexure –B**.

During the year ended 31st March, 2015, 1 (one) Corporate Social Responsibility Committee Meeting was held on 2nd February, 2015.

The composition of the Corporate Social Responsibility Committee and the number of meetings attended by each member during the year ended 31st March, 2015 is as follows:

Name of Member	Designation	Number of Meetings held- 1
		Attended
Shri S.K. Somany	Chairman	1
Shri Nandan Damani	Member	1
Shri Sanjay N Damani	Member	1

The terms of reference of the Committee is to comply with the requirements of Section 135 of the Act, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other relevant compliances.

7. RISK MANAGEMENT COMMITTEE

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This policy seeks to minimize adverse impact on the business of the Company.

During the year ended 31st March, 2015, no meeting of the Risk Management Committee was held. The composition of the Risk Management Committee is as follows:

Name of Member	Designation
Shri S.K. Somany	Chairman
Shri Nandan Damani	Member
Shri Sanjay N Damani	Member

8. INDEPENDENT DIRECTORS' MEETING

During the year under review, Independent Directors met on 2nd February, 2015, *inter- alia*, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, quantity content and timeliness of flow of information between the Management and the Board.

9. GENERAL BODY MEETINGS

(i) Location, Time and Date of the AGMs held during the last three years:

Financial Year	Date of AGM	Time	Location of the Meeting
2011 – 2012	13.08.2012	11.30 A. M.	M. C. Ghia Hall, 4 th Floor, Bhogilal Hargovindas Building, 18/20, K. D. Marg, Kala Ghoda, Mumbai – 400 001
2012 – 2013	07.08.2013	11.30 A. M.	
2013 – 2014	06.08.2014	11.30 A. M.	

(ii) Special Resolutions passed in previous three AGMs:

AGM	Date of AGM	Special Resolutions
99 th	13.08.2012	a. Re-appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai as Statutory Auditors of the Company.
100 th	07.08.2013	a. Re-appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai as Statutory Auditors of the Company.
101 st	06.08.2014	a. Ratification of borrowing limit.

No special resolution was put through Postal ballot at the last AGM nor is proposed at the forthcoming AGM.

10. DIRECTORS

Resume and other information regarding the

Directors seeking re-appointment as required by Clause 49(VIII)(E)(1) of the Listing Agreement has been given in the Notice of the forthcoming AGM annexed to the Annual Report.

11. DISCLOSURES

a) Related party transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. 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.

The disclosure as required by the Accounting Standards (AS18) on material significant related party transactions has been made in the notes to the Financial Statements.

b) Compliance by the Company

The Company has complied with the requirements of the Stock Exchange, Securities and Exchange Board of India (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 the Stock Exchange, 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. Such programmes provide an opportunity to the Independent Directors to interact with Senior Leadership team of the Company and help them to understand the Company's strategy models, operations,

services, product-offerings, finance, human resources and such other areas as may arise from time to time.

d) Vigil Mechanism / Whistle Blower Policy

The Company has Vigil Mechanism / Whistle Blower Policy, which is available on the Company's website. No personnel has 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 Managing Director of the Company, forms part of this report.

f) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed Accounting Standards issued by the ICAI to the extent applicable.

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

The Chairman & Managing Director and the Chief Financial Officer of the Company gave annual Certification on financial reporting and internal controls to the Board in terms of Clause 49 (IX) of the Listing Agreement. The Chairman & Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certification given by the Chairman & Managing Director and the Chief Financial Officer is annexed to this report.

i) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2015 have been prepared as per

applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

12. MEANS OF COMMUNICATION

- The quarterly, half-yearly, nine months and full year results are published in The Financial Express (English edition) and Mumbai Lakshdeep (Regional edition).
- The Company has its own website i.e. **www.simplex-group.com** and has been uploading financial results and quarterly shareholding pattern of the Company along with other relevant information useful to investors on the website.
- At present, the Company does not make presentation to Institutional Investors and Analysts.
- The Management Discussion and Analysis is given separately in this Annual Report.

13. CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code for Prevention of Insider Trading in the shares of the Company which is in line with the Model Code as prescribed by the Securities and Exchange Board of India (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.

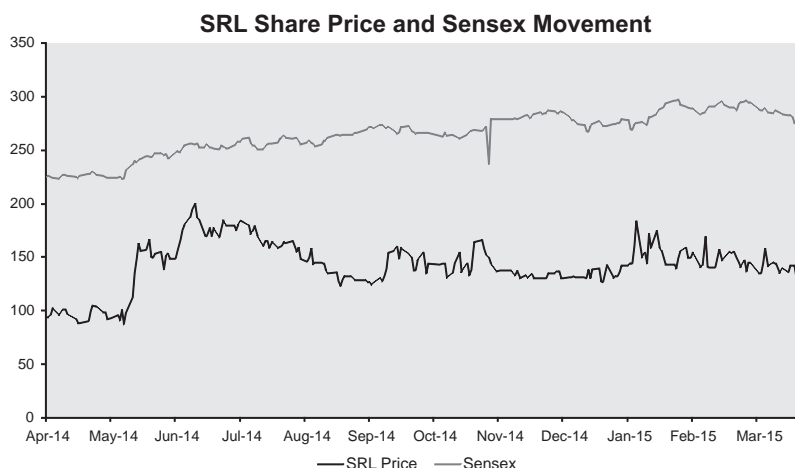
14. GENERAL INFORMATION FOR MEMBERS

i)	Date, Time and Venue of forthcoming AGM	Date : 5 th August, 2015 Time : 11.30 A.M. Venue : M.C. Ghia Hall, 4 th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai - 400 001
ii)	Financial Calendar (2015 – 2016)	i) First Quarterly Results Upto 15 th August, 2015 ii) Second Quarterly Results Upto 15 th November, 2015 iii) Third Quarterly Results Upto 15 th February, 2016 iv) Annual Results Upto 30 th May, 2016
iii)	Date of Book Closure	From Friday, 31 st July, 2015 to Wednesday, 5 th August, 2015 (both days inclusive)
iv)	Dividend payment date	On or after 5 th August, 2015
v)	Listing on Stock Exchanges	BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai – 400 001
vi)	Stock Code ISIN	503229 INE167H01014

vii) Market Price Data

The monthly high and low quotations of shares traded on the BSE from April, 2014 to March, 2015 are as follows:

Month	Volume	Price (₹)		BSE Sensex	
	(No. of shares)	High	Low	High	Low
April, 2014	8,720	104.40	81.50	22,939.31	22,197.51
May, 2014	27,058	166.00	87.35	25,375.63	22,277.04
June, 2014	23,242	200.00	131.00	25,725.12	24,270.20
July, 2014	16,137	184.00	149.85	26,300.17	24,892.00
August, 2014	15,209	158.00	118.00	26,674.38	25,232.82
September, 2014	11,024	160.00	120.05	27,354.99	26,220.49
October, 2014	5,304	166.00	120.00	27,894.32	25,910.77
November, 2014	6,668	138.00	124.15	28,822.37	27,739.56
December, 2014	6,408	142.05	124.80	28,809.64	26,469.42
January, 2015	14,419	183.95	125.00	29,844.16	26,776.12
February, 2015	8,942	168.70	130.90	29,560.32	28,044.49
March, 2015	9,600	158.00	112.70	30,024.74	27,248.21



viii) Share Transfer Agent

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

ix) Share Transfer System

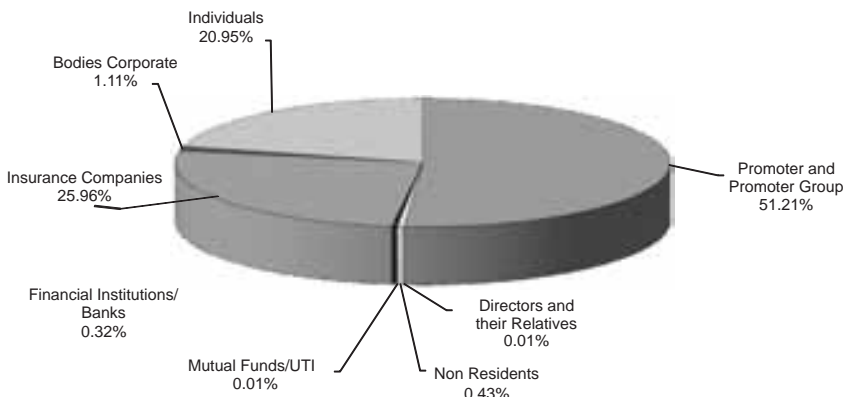
All shares sent or transferred in physical form are registered by the Share Transfer Agent within 30 days of the lodgment, if documents, are found in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares are processed and confirmations are given to the respective Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited within 15 days.

x) Shareholding Pattern as at 31st March, 2015.

	Category	Number of shares held	Percentage of Shareholding
(A)	Shareholding of Promoter and Promoter Group	15,31,823	51.21*
(B)	Public shareholding		
(1)	Institutions		
(a)	Mutual Funds/ UTI	400	0.01
(b)	Financial Institutions/ Banks	9,416	0.32
(c)	Insurance Companies	7,76,694	25.96
(2)	Non-Institutions		
(a)	Bodies Corporate	33,146	1.11
(b)	Individuals -		
i.	holding nominal share capital up to ₹ 1 lac.	6,13,950	20.52
ii.	holding nominal share capital in excess of ₹ 1 lac.	12,700	0.43
(c)	Non Residents	12,953	0.43
(d)	Directors and their Relatives	300	0.01
	Total Public Shareholding (B)= (B)(1)+(B)(2)	14,59,559	48.79
	TOTAL (A)+(B)	29,91,382	100.00

*Includes shares held by Non-Executive Directors forming part of the Promoters group

Shareholding Pattern as on 31st March, 2015



Distribution of Shareholding as on 31st March, 2015

Category	Number of Shareholders	Percentage of Total number of Shareholders	Total Number of Shares	Percentage of Total Number of Shares
1 to 500	5,388	96.35	3,78,450	12.65
501 to 1,000	113	2.02	81,746	2.73
1,001 to 5,000	67	1.21	1,33,378	4.46
5,001 to 10,000	12	0.21	78,825	2.64
10,001 & above	12	0.21	23,18,983	77.52
Total	5,592	100	29,91,382	100

xi) Dematerialization of Shares and Liquidity

About 92.38 percent shares have been dematerialized as on 31st March, 2015. The Equity shares of the Company are traded on BSE Limited.

The Company has paid the Listing fees for the year 2015-2016 to the BSE Limited on which its shares are listed.

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

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

xiii) Corporate Identification Number (CIN):

L17110MH1912PLC000351

Registered Office:

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

xiv) Address for Investor Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, or any other query relating to shares, please write to:

Shri Shekhar R Singh
Company Secretary and Compliance Officer
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai – 400 011
Tel. : (022) 2308 2951
Fax : (022) 2307 2773
E-mail: investors@simplex-group.com
Website : www.simplex-group.com

OR

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

Liasioning Office
104, BaySide Mall,
35/C, M.M. Malviya Marg,
Tardeo Road, Haji Ali,
Mumbai-400 034
Tel. : (022) 23525589

xv) Compliance with Listing Agreement

The Company has complied with all the mandatory requirements of revised Clause 49 of the Listing Agreement. The certificate from Statutory Auditors of the Company on compliance of Clause 49 of the Listing Agreement by the Company is annexed and form part of this report.

xvi) Disclosure under Clause 53 of the Listing Agreement

Pursuant to the requirement of Clause 53 of the Listing Agreement, the Company would like to inform that no agreement(s) have been entered with media companies and/or their associates which has resulted/ will result in any kind of shareholding in the Company and consequently any other related disclosures viz., details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such

agreements, etc. are not applicable. Nor has the Company entered into any other back to back treaties/ contracts/agreements/ MoUs or similar instruments with media companies and/or their associates.

xvii) Dematerialisation of Shares

Members are requested to convert their physical holdings to demat/electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held by them.

xviii) Revalidation of Dividend Warrants

In respect of members who have either not opted for NECS/ECS mandate or do not have such a facility with their banker and who have not encashed earlier dividends paid by the Company, are requested to write to Company's Share Transfer Agent for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

xix) Update Address/ E-Mail Address/Bank Details

To receive all communications, members holding shares in dematerialized form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Share Transfer Agent.

NOMINATION AND REMUNERATION POLICY

PREAMBLE

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel and other employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company.

The Board of Directors (the Board) of Simplex Realty Limited (the Company) at its meeting held on 10th May, 2014 re-constituted the existing Remuneration Committee by changing its nomenclature as Nomination and Remuneration Committee in order to align with the terms of the provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder ('the Act') and revised Clause 49 of the Listing Agreement on Corporate Governance and subsequent amendments thereto from time to time.

The policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors at its meeting held on 12th November, 2014.

OBJECT AND PURPOSE

This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees. The policy is framed with the objective(s):

That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors of the Company;

That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

That the remuneration to Directors, Key Managerial Personnel, and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term

performance objectives appropriate to the working of the Company and its goals;

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration;

To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry;

To carry out evaluation of the performance of Directors, as well as Key Managerial Personnel and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations;

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and

To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

APPLICABILITY AND GOVERNING LAW

This policy is applicable to all Directors viz: Executive, Non-Executive and Independent, Key Managerial Personnel, Senior Management Personnel and other employees of the Company.

This policy shall be governed by the Act read with Rules made thereunder, as may be in force for the time being as well as Clause 49 of the Listing Agreement or such other Rules/Regulations, as may be notified by SEBI from time to time. Any references to statutory provisions shall be construed as references to those provisions as amended / re-enacted or as their application is modified by other statutory provisions (whether before or after the date hereof) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).

SIMPLEX REALTY LIMITED

DEFINITIONS

In this policy unless the context otherwise requires:

“**Act**” shall mean the Companies Act, 2013 and the Rules and Regulations notified thereunder.

“**Board of Directors**” or “**Board**” in relation to the Company means the collective body of the Directors of the Company.

“**Company**” means Simplex Realty Limited.

“**Directors**” means Directors of the Company.

“**Independent Director**” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

“**Key Managerial Personnel**” (**KMP**) in relation to a Company means

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time Director;
- iv. the Chief Financial Officer, and
- v. such other officer as may be prescribed under the Act.

“**Senior Management Personnel**” mean employees of the Company who are members of its core management team excluding Board of Directors including the functional / vertical heads.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall have minimum three directors as members and out of which not less than one half shall be Independent Directors. The Nomination and Remuneration Committee comprises of following Directors:

Shri V. B. Haribhakti	Non-Executive Independent Director	Chairman
Shri S. K. Somany	Non-Executive Independent Director	Member
Smt. Anna Malhotra	Non- executive Independent Director	Member

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The role of the Committee inter-alia will be the following:

Identify person who is qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performances;

Formulate the criteria for determining educations, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and Employees;

Devising a policy on Board diversity;

Formulation of criteria for evaluation of Independent Directors and the Board;

Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors; and

Decide/approve details of fixed components and performance linked incentives along with criteria.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

i. Appointment criteria and qualifications

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board about his / her appointment.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Shareholders of the Company.

ii. Term / Tenure

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

REMUNERATION FOR DIRECTOR, KMP AND SENIOR MANAGEMENT

The general features of Remuneration for Director, KMP and Senior Management Personnel are as under:

The remuneration/compensation/commission etc. to the Whole-time Director, Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration compensation/commission etc. shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Whole-time Director and Managing Director shall be in accordance with the provisions of the Act and the Rules made thereunder.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director and Managing Director.

This Remuneration Policy shall apply to all future / continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and

reasoned in the Committee and Board meeting minutes.

i. Remuneration to Whole-time/Executive/ Managing Director

Fixed pay

The Whole-time Director, Managing Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break- up of the pay scale and quantum of perquisites including, employer's contribution to Provident and Pension Fund, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director/ Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Provisions for excess remuneration

If any Whole-time Director/ Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, or without the prior approval of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

ii. Remuneration / Commission to Non - Executive/ Independent Director

Remuneration / Commission

The remuneration/commission shall be in accordance with the provisions of the Act and the Rules made thereunder.

Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. Further the boarding and lodging expenses shall be reimbursed to the Directors.

Commission

Commission may be paid within the monetary limit approved by Shareholders, subject to the limit not exceeding 1 percentage of the profits of the Company computed as per the applicable provisions of the Act.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

Review

This Policy shall be reviewed by the Board of Directors on its own and / or as per the recommendations of the Nomination and Remuneration Committee, as and when deemed fit.

CORPORATE SOCIAL RESPONSIBILITY POLICY

PREAMBLE

Corporate Social Responsibility (CSR) in India has traditionally been seen as a philanthropic activity and in keeping with the Indian tradition, it was an activity that was performed but not deliberated. India has seen a period of sustained economic growth during the last ten years. The Country however still continues to face major challenges like poverty, illiteracy, malnutrition, health hazards, gender bias, environmental problems etc. These have resulted in a large section of the population remaining as 'un-included' from the mainstream. It is necessary to address these challenges through sustainable efforts, both by Government and Private Sector Organizations. The Indian Business has traditionally been socially responsible. While a lot of human and economic resources are available for utilization in the corporate world, a suitable mechanism is necessary to channelize these resources for socio-economic development.

Keeping this in mind, Ministry of Corporate Affairs had come out with a voluntary CSR Guidelines in 2009. The Companies Act, 2013 (the Act) has made it mandatory for certain class of Companies to adopt a Corporate Social Responsibility Policy and spend every year an amount prescribed in the Act, towards discharging its obligations towards the Society in terms of the CSR Policy adapted by it.

SHORT TITLE AND APPLICABILITY

This Policy may be termed as "SRL CSR Policy". The Policy shall apply to all CSR initiatives and activities of SRL. The Policy has been framed inline with the provisions of Section 135 of the Act and the Rules made thereunder.

OBJECTIVE

This Policy has been formulated in compliance with Section 135 of the Act read with applicable Rules made thereunder.

DEFINITIONS

In this policy, unless the context otherwise requires:

"Corporate Social Responsibility (CSR)" means and includes but is not limited to Projects or programs relating to activities specified in Schedule VII of the Act.

"CSR Committee" means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.

"CSR Policy" relates to the activities to be undertaken by the Company as specified in Schedule VII of the Act and expenditure.

"Net Profit" means the net profit of the Company as per its financial statement prepared in accordance with applicable provisions of the Act (Section 198), but shall not include the following viz;

- i. Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise and
- ii. Any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act

Provided that net profit in respect of a financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 1956 shall not be required to be re-calculated in accordance with the provisions of the Act

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The SRL Corporate Social Responsibility Committee shall consist of three Directors amongst which one shall be an Independent Director. The Committee shall hold meetings as and when required, to discuss various issues on implementation of the CSR Policy of SRL.

The CSR Committee shall:

- a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by SRL as specified in Schedule VII of the Companies Act 2013;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- c) Monitor the Corporate Social Responsibility Policy of SRL from time to time; and
- d) Any other matter as may be considered expedient in furtherance of and to comply with the CSR Policy of SRL.

CSR ACTIVITIES

SRL's CSR activities shall primarily include one or more of the items covered under Schedule VII of the Act with special focus on the following:

1. Promoting preventive healthcare and sanitation and making available safe drinking water and other activities contained in Schedule VII(i). The Company may be involved in these activities by way of adoption of one or more villages for overall development and livelihood enhancement.
2. Promoting education and other education related activities and livelihood enhancement projects covered under Schedule VII(ii).
3. Activities relating to environmental sustainability, ecological balance and other activities contained in Schedule VII(iv).
4. Protection of national heritage, art and culture as contained in Schedule VII(v).
5. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports, covered under Schedule VII (vii).
6. Contribution to various funds contained under Schedule VII.

The Board of Directors shall ensure that SRL spends at least 2 percentage of the average net profits of SRL made during the 3 immediately preceding financial years in pursuance of its CSR Policy.

Apart from the CSR projects/programmes taken up by the Company itself, the Board of Directors may decide to undertake its CSR activities recommended by the CSR Committee, through a registered Trust or a registered society or a company established by SRL under Section 8 of the Act. Provided that,

If such trust, society or company is not established by SRL or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;

SRL shall specify the project or programs to be undertaken through these entities, modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.

SRL may also collaborate with other companies for undertaking projects or programs for CSR activities in such a manner that the Committees of the respective

Companies are in a position to report separately on such projects or programs.

SRL may build CSR capacities of their own personnel as well as of their implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed 5 (five) percentage of the total CSR expenditure of SRL in a financial year.

CSR EXPENDITURE

For achieving its CSR objectives through implementation of meaningful and sustainable CSR programs, SRL will allocate 2 percentage of its average net profits made during the 3 immediately preceding financial years as its Annual CSR Budget.

The Annual CSR Budget shall be spent on activities laid down as above.

CSR projects or programs or activities undertaken in India only shall amount to CSR Expenditure.

Any unspent/unutilized CSR allocation of a particular year, will be carried forward to the following year, that is, the CSE Budget will be non-lapsable in nature.

CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity with the CSR Policy.

EXCLUSIONS

The CSR activities shall be undertaken by SRL, (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

Any contribution of any amount directly or indirectly to any political party under Section 182 of the Act, by SRL shall not be considered as CSR activity.

The CSR projects or programs or activities that benefit only to the employees of SRL and their families shall not be considered as CSR activities in accordance with Section 135 of the Act. Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of SRL.

IMPLEMENTATION

CSR programs will be undertaken by SRL to the best possible extent within the defined ambit of the identified Project/ Program.

The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme.

By and large, it may be ensured that the CSR programs shall be executed in and around the areas adjoining Company's workplace and Project sites/ work centres and etc.

POWERS FOR APPROVAL

CSR programs as may be identified by each work centre/corporate office will be required to be put up to the CSR Committee of the Board at the beginning of each financial year.

MONITORING AND FEEDBACK

To ensure effective implementation of the CSR programs undertaken, a monitoring mechanism will be put in place by the Company. The progress of CSR programs will be reported to corporate office on a monthly / quarterly basis.

The CSR Committee at the corporate office may conduct impact studies on a periodic basis, through independent professional third parties/professional institutions, especially on the strategic and high value programs.

Appropriate documentation of SRL's CSR Policy, annual CSR activities, executing partners, if any and expenditure entailed will be undertaken on a regular basis.

CSR initiatives of SRL will be reported in the Annual Report of SRL & the Board's Report in compliance with Section 135 and rules made thereunder. The CSR policy recommended by the CSR Committee and approved by the Board shall be displayed on the web-site of the Company at www.simplex-group.com.

GENERAL

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation and decision of the Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time. SRL reserves the right to modify, add, or amend any of this Policy Rules/ Guidelines.

SIMPLEX REALTY LIMITED

DECLARATION UNDER CLAUSE 49(II)(E)(2) OF THE LISTING AGREEMENT

It is hereby declared that all the Board Members and Senior Management Personnel of the Company have affirmed adherence to and compliance with the Code of Conduct for the year ended 31st March, 2015.

For **Simplex Realty Limited**

Nandan Damani
Chairman & Managing Director

Mumbai, 11th May, 2015

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Simplex Realty Limited

We have examined the records concerning Compliance of the conditions of Corporate Governance by **Simplex Realty Limited** for the year ended 31st March, 2015 as stipulated in the revised Clause 49 of the Listing Agreement of the said Company with the BSE Limited.

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

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

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

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No.31626

Mumbai, 11th May, 2015

CERTIFICATION BY CEO / CFO UNDER CLAUSE 49(IX) OF THE LISTING AGREEMENT

To
The Board of Directors
Simplex Realty Limited

We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:

- a) i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee,

deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- d) We have indicated, to the Auditors and the Audit committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman &
Managing Director

Mumbai, 11th May, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SIMPLEX REALTY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Simplex Realty Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 26 to the financial statements.
 - ii) The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to Investor Education & Protection Fund by the Company.

For Dayal and Lohia
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626

Place : Mumbai
Date : 11th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of Simplex Realty Limited ('the Company') for the year ended on 31st March, 2015. We report that:

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Management of the Company has physically verified the fixed assets 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.
- ii) a) According to the information and explanations given to us, the management has conducted physical verification of the inventories at reasonable intervals.
- b) In our opinion and according to the information and explanation 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.
- c) No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.
- iii) a) The Company has not granted any loans to parties covered in the register maintained under section 189 of the Act.
- b & c) Since no loans granted to parties covered in the register maintained under section 189 of the Act, question of receipt of principle and interest, and overdue amount is not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal control system.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148(1) of the Act, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2015 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, there are no dues of sales tax, income tax, wealth tax, service tax, custom duty, excise duty on account of any disputes.
- c) There were no amounts which were required to be transferred to Investor Education & Protection Fund by the Company.

- viii) As at the Balance Sheet date, there are no accumulated losses of the Company. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix) On the basis of our examination of the books and according to the information and explanations given to us, during the year, there are no dues to financial institutions, banks or debenture holders.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by other parties from any bank or financial institution.
- xi) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not availed any term loan during the year, hence the question of applying it for the purposes for which the loans were obtained, does not arise.
- xii) According to the information and explanations given to us, and to the best of our knowledge and belief, no fraud on or by the Company, has been noticed or reported during the year

For Dayal and Lohia
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626

Place : Mumbai
Date : 11th May, 2015

SIMPLEX REALTY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note	As at 31.03.2015 ₹	As at 31.03.2014 ₹
I EQUITY AND LIABILITIES			
1. Shareholders' Funds			
Share capital	2	2,99,36,870	2,99,36,870
Reserves and surplus	3	1,19,02,44,043	1,18,68,90,968
		<u>1,22,01,80,913</u>	<u>1,21,68,27,838</u>
2. Non-Current Liabilities			
Long-term borrowings	4	3,76,20,811	3,85,46,115
Deferred tax liability (net)	5	-	1,10,397
Long-term provisions	6	4,08,677	6,50,032
Other long-term liability	7	25,00,000	25,00,000
		<u>4,05,29,488</u>	<u>4,18,06,544</u>
3. Current Liabilities			
Short-term borrowings	8	-	4,99,95,579
Trade payables		16,40,255	1,31,79,783
Other current liabilities	9	12,05,00,664	3,67,76,696
Short-term provisions	10	61,79,359	5,76,98,077
		<u>12,83,20,278</u>	<u>15,76,50,135</u>
TOTAL		<u>1,38,90,30,679</u>	<u>1,41,62,84,517</u>
II ASSETS			
1. Non-Current Assets			
Fixed assets			
Tangible assets	11	1,58,69,293	1,85,01,618
Non-current investments	12	2,93,36,231	2,93,36,231
Deferred tax asset (net)	5	3,57,860	-
Long-term loans and advances	14	3,10,73,371	10,10,52,561
		<u>7,66,36,755</u>	<u>14,88,90,410</u>
2. Current Assets			
Current investments	13	8,74,009	8,91,679
Inventories	15	48,81,60,983	43,68,58,990
Trade receivables	16	1,02,41,336	22,11,515
Cash and cash equivalents	17	1,90,13,825	68,52,071
Short-term loans and advances	18	77,51,58,050	81,12,39,717
Other current assets	19	1,89,45,721	93,40,135
		<u>1,31,23,93,924</u>	<u>1,26,73,94,107</u>
TOTAL		<u>1,38,90,30,679</u>	<u>1,41,62,84,517</u>

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NOTES FORMING PART OF FINANCIAL STATEMENTS

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 11th May, 2015

Shekhar R Singh
Company Secretary

S.K.Somany
Director

Mumbai, 11th May, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Note	2014-15 ₹	2013-14 ₹
I Revenue from operations	20	4,76,27,220	35,03,42,636
II Other income	21	7,08,19,238	5,69,22,958
III Total Revenue (I+II)		11,84,46,458	40,72,65,594
IV Expenses			
Cost of development/sales	22	5,82,62,895	19,93,49,315
Employee benefits expense	23	1,71,04,452	1,78,72,577
Finance costs	24	59,40,172	1,05,43,813
Depreciation	11	27,61,367	17,51,560
Other expenses	25	2,17,70,652	1,70,75,269
Total Expenses		10,58,39,538	24,65,92,534
V Profit before tax (III-IV)		1,26,06,920	16,06,73,060
Current Tax		54,71,140	6,64,52,504
Deferred Tax		(2,46,070)	(17,52,411)
Taxes of earlier years (net)		(34,215)	45,42,433
VI Profit for the period		74,16,065	9,14,30,534
Earnings per equity share	31		
(Face value of share ₹ 10/- each)			
Basic		2.48	30.56
Diluted		2.48	30.56

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 1
NOTES FORMING PART OF FINANCIAL STATEMENTS 1 to 35

As per our report of even date attached

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626
Mumbai, 11th May, 2015

Surendra Kabra
Chief Financial Officer

Shekhar R Singh
Company Secretary

For and on behalf of the Board

Nandan Damani
Chairman and Managing Director

S.K.Somany
Director

Mumbai, 11th May, 2015

SIMPLEX REALTY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

		2014-15	2013-14
	₹	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES :			
NET PROFIT BEFORE TAX		1,26,06,920	16,06,73,060
Adjustments for :			
Depreciation	27,61,367		17,51,560
Interest expenses	59,40,172		1,05,43,813
Profit on sale of investments (net)	(14,428)		(2,52,943)
Dividend income	(1,85,407)		(1,26,786)
Interest income	(5,72,85,230)		(4,22,76,114)
Loss on sale of fixed assets	3,85,844		2,46,394
Portfolio management fees	-		39,212
Sundry balances written back (net)	(15,763)		(5,226)
Adjustments to the carrying amount of investments	17,670	(4,83,95,775)	(22,210)
OPERATING (LOSS) / PROFIT BEFORE WORKING CAPITAL CHANGES		(3,57,88,855)	13,05,70,760
(Increase)/Decrease in:			
Inventories	(5,13,01,994)		1,11,73,644
Trade receivables	(80,29,821)		(22,11,515)
Long-term loans and advances	6,99,79,190		5,03,400
Short-term loans, advances and other assets	34,06,976		(16,82,82,934)
Long term provisions	(2,41,355)		1,60,867
Trade payables	(1,15,39,528)		1,11,05,010
Other current liabilities	8,37,44,540		(8,40,97,684)
Short term provisions	32,10,389	8,92,28,397	44,00,651
CASH GENERATED FROM / (USED IN) OPERATIONS		5,34,39,542	(9,66,77,801)
Direct taxes paid		(2,19,94,318)	(1,00,70,498)
NET CASH GENERATED FROM / (USED IN) OPERATING ACTIVITIES	(A)	3,14,45,224	(10,67,48,299)
B. CASH FLOW FROM INVESTING ACTIVITIES :			
Purchase of fixed assets	(15,64,934)		(14,62,749)
Sale of fixed assets	3,65,238		2,77,332
Sale of investments	14,429		26,54,302
Dividend received	1,85,407		1,26,786
Interest received	4,90,76,747		4,61,11,315
NET CASH GENERATED FROM INVESTING ACTIVITIES	(B)	4,80,76,887	4,77,06,986

	2014-15 ₹	2013-14 ₹
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from/(Repayment) of borrowings (net)	(5,09,20,883)	7,85,72,017
Interest paid	(59,40,172)	(1,05,43,813)
Dividend paid (including dividend distribution tax)	(1,04,99,302)	(52,14,989)
NET CASH (USED IN) / GENERATED FROM FINANCING ACTIVITIES	(6,73,60,357)	6,28,13,215
	(C)	
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	1,21,61,754	37,71,902
CASH AND CASH EQUIVALENTS - AT THE START OF THE YEAR	68,52,071	30,80,169
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	1,90,13,825	68,52,071
Cash and cash equivalents comprise of :	As on 31.03.15	As on 31.03.14
Balances with Banks :		
- in Current accounts	50,55,499	42,92,580
- in Deposit account as margin money	1,00,00,000	-
Cheques on hand	10,48,745	-
Cash on hand	58,335	67,229
Unclaimed dividend accounts*	28,51,246	24,92,262
	1,90,13,825	68,52,071

* Unclaimed dividend accounts which are not available for use by the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS - 1 TO 35

As per our report of even date attached

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626
Mumbai, 11th May, 2015

Surendra Kabra
Chief Financial Officer

Shekhar R Singh
Company Secretary

For and on behalf of the Board

Nandan Damani
Chairman and Managing Director

S.K.Somany
Director

Mumbai, 11th May, 2015

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

CORPORATE INFORMATION

Simplex Realty Limited ("the Company") is into real estate development. The Company develops residential as well as commercial properties in and around Mumbai. The Company is a public limited Company and is listed on BSE Limited.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation:

These financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. The GAAP comprises mandatory Accounting Standards notified by the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied.

(ii) Revenue Recognition:

The Company is following "Percentage of Completion Method" and revenue is recognized accordingly.

The "Guidance Note on Accounting for Real Estate Transactions (Revised 2012)" has been followed in respect of the Company's on-going project for which revenue is recognized for the first time.

The Company recognizes revenue in respect of sales in proportion to the actual cost incurred as against the total estimated project cost subject to achieving the threshold levels.

Determination of stage of completion is arrived based on the project cost incurred against the estimated cost.

Determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of technical nature, concerning where relevant, the percentage of completion, cost to completion, the expected revenue from the activity and the foreseeable losses to completion. Estimates of project income, as well as project cost, are reviewed periodically. The effect of changes, if any, to estimates is recognized in the financial statements for the period in which such changes are determined. Losses, if any, are fully provided for immediately. The Company recognizes revenue (i.e. its share in revenue) as per the terms of the agreements entered into with Developer or Land Owner following percentage of completion method.

All other income is recognized on accrual basis.

Dividend income is accounted when right to receive is established.

(iii) Tangible Fixed Assets:

All fixed assets are carried at cost less accumulated depreciation and impairment, if any. The cost of fixed assets includes expenses incidental to acquisition and installation. Interest on specific borrowings, obtained for the purposes of acquiring fixed assets is capitalized upto the date of commissioning of the assets.

(iv) Capital work-in-progress:

Capital work-in-progress is carried at cost. Cost comprises direct costs, related incidental expenses and interest on borrowings.

(v) Investments:

Investments are either classified as current or long term based on Management's intention at the time of purchase. Long-term investments are carried at cost less provision recorded to recognize any decline, other than of a temporary nature, in the carrying value of each investment. Current investments are valued at cost or fair value whichever is lower and the resultant decline, if any, are charged to Statement of Profit and Loss.

(vi) Inventories:

Construction work-in-progress are valued at cost which includes cost of land, premium for development rights, construction cost, allocated interest and expenses incidental to the project undertaken by the Company. Inventory of completed flats is valued at lower of cost or net realisable value.

(vii) Borrowing Costs:

Borrowing costs attributable to the acquisition, construction or production 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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

ready for its intended use. Interest and finance charges incurred in connection with borrowing of funds, which are incurred for the development of long term projects are transferred to construction work-in- progress. All other borrowing costs are recognized as expense in the period in which these are incurred.

(viii) Depreciation:

Depreciation is provided on all fixed assets (excluding furniture and office equipments) on straight-line method and on furniture and office equipments on the written down value method based on the useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013.

(ix) Retirement Benefits:

Liabilities on account of gratuity and leave encashment benefit are determined by actuarial valuation at each balance sheet date using the Projected Unit Credit Method. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss for the period in which they occur. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The Company's contributions to provident fund, family pension fund and superannuation fund are recognised as expenses in the Statement of Profit and Loss in the period in which they are incurred.

(x) Taxation:

Current income tax is determined as the amount of tax payable in respect of taxable income for the period based on applicable tax rate and laws. Deferred tax is recognized on timing difference, being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax effect is calculated using the tax rates and the tax laws enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty of realization, except in case of unabsorbed depreciation and business losses in respect of which, deferred tax asset is recognized only if the Company is virtually certain of having sufficient future taxable income against which the losses/depreciation can be set off. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realization.

(xi) Impairment of Assets:

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price 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. Assessment is also done at each Balance Sheet date as to whether there is any indication that any impairment loss recognised for an asset in prior years may no longer exist or may have decreased.

(xii) Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(xiii) Cash and Cash Equivalents:

Cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(xiv) Use of Estimates:

The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the date of financial statements and the reported amount of income and expenses during the year. Actual results could differ from these estimates. Any revision to such accounting estimates is recognized in the accounting period in which such revision takes place.

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

2. SHARE CAPITAL	31.03.2015 ₹	31.03.2014 ₹
AUTHORISED		
1,00,00,000 Equity Shares of ₹10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
ISSUED, SUBSCRIBED AND PAID UP		
29,91,382 (Previous year 29,91,382) Equity shares of ₹10/- each fully paid up (of which 360 (Previous year 360) shares remain to be exchanged for fractional certificates)	2,99,13,820	2,99,13,820
Add : Forfeited shares account	23,050	23,050
Total issued, subscribed and fully paid up share capital	<u>2,99,36,870</u>	<u>2,99,36,870</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	31.03.2015		31.03.2014	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	29,91,382	2,99,13,820	29,91,382	2,99,13,820
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	29,91,382	2,99,13,820	29,91,382	2,99,13,820

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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 March, 2015		As at 31 March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Lucky Vyapaar and Holdings Pvt. Ltd.	7,43,040	24.84	7,43,040	24.84
Life Insurance Corporation of India	6,85,741	22.92	6,85,741	22.92
New Textiles Pvt. Ltd.	5,50,877	18.42	5,42,327	18.13

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

3. RESERVES AND SURPLUS	31.03.2015	31.03.2014
	₹	₹
CAPITAL RESERVE	60,71,263	60,71,263
SECURITIES PREMIUM ACCOUNT	1,43,23,904	1,43,23,904
GENERAL RESERVE		
Opening balance	70,09,00,000	69,17,00,000
Add: Amount transferred from surplus balance in Statement of Profit and Loss	-	92,00,000
Closing Balance	70,09,00,000	70,09,00,000
SURPLUS IN THE STATEMENT OF PROFIT AND LOSS		
Opening balance	46,55,95,801	39,38,64,569
Profit for the year	74,16,065	9,14,30,534
Less: Appropriations:		
Proposed dividend*	29,91,382	89,74,146
Tax on proposed dividend	6,08,986	15,25,156
Transfer to General Reserve	-	92,00,000
Less: Adjustment relating to Fixed Assets (refer note 29)	4,62,622	-
Closing Balance	46,89,48,876	46,55,95,801
Total Reserves and Surplus	1,19,02,44,043	1,18,68,90,968

*The Board of Directors of the Company has proposed dividend of ₹ 1/- (10%) per equity share for the year 2014-15 amounting to ₹ 29,91,382/- (Previous year ₹ 3.00 (30%) amounting to ₹ 89,74,146/-)

4. LONG-TERM BORROWINGS	31.03.2015	31.03.2014
	₹	₹
Unsecured loan from other		
Term loan	3,76,20,811	3,85,46,115
	3,76,20,811	3,85,46,115

(Unsecured loan availed against the security of assets given by a company in which Directors are interested and carries interest @ 13.50% per annum and is repayable in equated monthly installment over a period of 14 years)

5. DEFERRED TAX (ASSET) / LIABILITY (NET)	31.03.2015	31.03.2014
	₹	₹
Deferred Tax Liability		
Long term capital gain on conversion of land into stock in trade	14,09,392	14,76,506
Gross deferred tax liability	14,09,392	14,76,506
Deferred Tax Assets		
1. Provision for gratuity	5,10,511	7,12,349
2. Provision for leave benefits	4,58,838	4,89,961
3. Property tax payable	2,11,357	1,79,918
4. Difference between tax depreciation and depreciation charged for financial reporting	5,86,546	(16,119)
Gross deferred tax assets	17,67,252	13,66,109
Net deferred tax (asset)/liability	(3,57,860)	1,10,397

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

6. LONG-TERM PROVISIONS	31.03.2015	31.03.2014
	₹	₹
For employee benefits		
Gratuity (refer note 23)	4,08,677	6,50,032
	4,08,677	6,50,032
7. OTHER LONG-TERM LIABILITY	31.03.2015	31.03.2014
	₹	₹
Security deposit	25,00,000	25,00,000
	25,00,000	25,00,000
8. SHORT-TERM BORROWINGS	31.03.2015	31.03.2014
	₹	₹
Inter corporate deposit	-	4,99,95,579
	-	4,99,95,579
9. OTHER CURRENT LIABILITIES	31.03.2015	31.03.2014
	₹	₹
Current maturities of long term debt	9,25,304	8,09,063
Advance received from customers	7,57,73,042	1,28,19,120
Lease rent payable	36,53,223	36,53,223
Unclaimed dividends	28,51,246	24,92,262
Other liabilities	3,03,60,042	71,42,807
Other payables		
Statutory dues	18,52,668	39,28,471
Liabilities for expenses	36,82,855	45,25,866
Others*	14,02,284	14,05,884
	12,05,00,664	3,67,76,696
* Others includes ex-employees dues (pending claims)		
10. SHORT-TERM PROVISIONS	31.03.2015	31.03.2014
	₹	₹
For employee benefits - (refer note 23)		
Gratuity	11,64,790	14,45,729
Leave benefits	14,14,201	14,41,487
Others		
For taxation (net of advance payments)	-	4,43,11,559
Proposed dividend	29,91,382	89,74,146
Tax on proposed dividend	6,08,986	15,25,156
	61,79,359	5,76,98,077

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

11. TANGIBLE ASSETS

(In ₹)

	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 1st April, 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2015	Upto 31st March, 2014	Provided during the year	On Deductions/ Adjustments	Transferred to retained earnings	Upto 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Freehold Land (at cost)	50,00,318	-	-	50,00,318	-	-	-	-	-	50,00,318	50,00,318
Buildings	46,96,512	-	-	46,96,512	12,97,804	70,770	(1)	-	13,68,575	33,27,937	33,98,708
Plant and Machinery including Computers and Electrical Installations	17,05,585	41,490	41,046	17,06,029	10,55,802	2,71,869	38,994	1,61,508	14,50,185	2,55,844	6,49,783
Furniture and Office Equipments	35,46,311	3,07,745	46,025	38,08,031	19,53,128	5,15,054	43,725	5,23,301	29,47,758	8,60,273	15,93,183
Vehicles	1,24,95,141	12,15,699	12,94,465	1,24,16,375	46,35,515	19,03,674	5,47,735	-	59,91,454	64,24,921	78,59,626
Total	2,74,43,867	15,64,934	13,81,536	2,76,27,265	89,42,249	27,61,367	6,30,453	6,84,809	1,17,57,972	1,58,69,293	1,85,01,618
Previous Year	2,67,73,274	14,62,749	7,92,156	2,74,43,867	74,59,120	17,51,560	2,68,431	-	89,42,249		

12. NON-CURRENT INVESTMENTS

Details of other Investments - (valued at cost, unless stated otherwise)											
Sr. No.	Particulars	Associate/ Others	Face value	No. of Shares		Quoted / Unquoted	Partly/ Fully paid	Extent of Holding (%)		Value (₹)	
				31.03.2015	31.03.2014			31.03.2015	31.03.2014	31.03.2015	31.03.2014
I	Investments in Equity Instruments										
(a)	Simplex Mills Company Ltd.	Associate	10	14,70,000	14,70,000	Quoted	Fully Paid	48.99	48.99	1,46,10,800	1,46,10,800
(b)	Simplex Papers Ltd.	Associate	10	14,71,000	14,71,000	Quoted	Fully Paid	49.01	49.01	1,47,25,431	1,47,25,431
(c)	Universal Conveyor Beltings Ltd.	Others	10	27,500	27,500	Unquoted	Fully Paid	-	-	-	-
	Total Non-Current Investments									2,93,36,231	2,93,36,231

Particulars	31.03.2015 ₹	31.03.2014 ₹
Aggregate amount of quoted investments (Market value as on 31.03.2015 ₹ 2,47,01,000/- (31.03.2014 ₹ 1,61,44,580/-)	2,93,36,231	2,93,36,231
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	2,75,000	2,75,000

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

13. CURRENT INVESTMENTS - (At the lower of cost and fair value)

Sr. No.	Particulars	Associate/ Others	Face value	No. of Shares		Quoted/ Unquoted	Partly/ Fully paid	Value (₹)	
				31.03.2015	31.03.2014			31.03.2015	31.03.2014
I	Investments in Equity Instruments								
(a)	Peninsula Land Ltd.	Others	2	10,750	10,750	Quoted	Fully Paid	2,98,312	3,44,537
(b)	Prime Urban Development (I) Ltd.	Others	2	2,500	2,500	Quoted	Fully Paid	7,400	12,750
(c)	HDFC Ltd.	Others	2	1,400	1,400	Quoted	Fully Paid	4,483	4,483
(d)	Piramal Enterprises Ltd.	Others	2	2,832	2,832	Quoted	Fully Paid	2,36,224	2,36,224
(e)	Piramal Phytocare Ltd	Others	10	276	276	Quoted	Fully Paid	9,605	7,176
(f)	Piramal Glass Ltd.	Others	10	-	125	Quoted	Fully Paid	-	-
(g)	Hindustan Unilever Ltd.	Others	1	360	360	Quoted	Fully Paid	2,38,835	217,314
(h)	Delta Magnets Ltd.	Others	10	750	750	Quoted	Fully Paid	24,150	16,575
(i)	Morarjee Textiles Ltd.	Others	7	2,109	2,109	Quoted	Fully Paid	55,000	52,620
(j)	Integra Garments and Textiles Ltd.	Others	3	2,109	2,109	Quoted	Fully Paid	-	-
	Total Current Investments							8,74,009	8,91,679

Particulars	31.03.2015 ₹	31.03.2014 ₹
Aggregate amount of quoted investments (Market value ₹50,38,436/- (Previous Year ₹34,46,541/-)	8,74,009	8,91,679
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	3,75,779	3,58,109

14. LONG-TERM LOANS AND ADVANCES

(Unsecured, considered good)

	31.03.2015 ₹	31.03.2014 ₹
Security deposits	10,73,371	8,57,561
Deposit towards property development	3,00,00,000	10,00,00,000
Loans to employees	-	1,95,000
	3,10,73,371	10,10,52,561

15. INVENTORIES

	31.03.2015 ₹	31.03.2014 ₹
Construction work-in-progress	41,51,70,429	36,92,57,387
Finished realty stock	7,29,90,554	6,76,01,603
	48,81,60,983	43,68,58,990

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

16. TRADE RECEIVABLES	31.03.2015	31.03.2014
(Unsecured, considered good)	₹	₹
Outstanding for a period of six months from the date they are due for payment	-	-
Others	1,02,41,336	22,11,515
	1,02,41,336	22,11,515
17. CASH AND BANK BALANCES	31.03.2015	31.03.2014
	₹	₹
Cash and cash equivalents		
Balances with banks:		
In current accounts	50,55,499	42,92,580
In deposit account as margin money	1,00,00,000	-
Cheques on hand	10,48,745	-
Cash on hand	58,335	67,229
Unclaimed dividend accounts	28,51,246	24,92,262
	1,90,13,825	68,52,071
18. SHORT-TERM LOANS AND ADVANCES	31.03.2015	31.03.2014
	₹	₹
Loans and advances to related parties		
Unsecured - considered good	16,55,47,721	11,49,07,043
- considered doubtful	2,94,63,607	2,94,63,607
	19,50,11,328	14,43,70,650
Provision for doubtful advances	(2,94,63,607)	(2,94,63,607)
	(a) 16,55,47,721	11,49,07,043
Other Loans and Advances		
(Unsecured, considered good)		
Advance income tax (net of provisions for taxation)	27,11,714	-
Income tax paid against disputed demand	8,27,17,054	11,67,03,595
Advance towards land acquisition	13,00,00,000	13,00,00,000
Loans to employees*	5,11,250	8,73,500
Inter corporate deposits	30,31,23,764	23,45,13,147
Service tax receivables	37,77,205	48,38,428
Prepaid expenses	4,53,933	3,70,224
Advances paid towards project approvals	8,38,58,047	8,28,18,717
Other advances	24,57,362	12,62,15,063
	(b) 60,96,10,329	69,63,32,674
Total (a+b)	77,51,58,050	81,12,39,717
* includes due from officers of the Company	1,50,000	6,15,000

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

19. OTHER CURRENT ASSETS	31.03.2015	31.03.2014
	₹	₹
Revenue accrued but not due	53,15,934	38,80,380
Interest receivable	1,36,29,787	54,22,044
Others	-	37,711
	1,89,45,721	93,40,135
20. REVENUE FROM OPERATIONS	2014-15	2013-14
	₹	₹
Revenue from development of land	-	23,90,14,616
Sale of products	4,76,27,220	11,13,28,020
	4,76,27,220	35,03,42,636
21. OTHER INCOME	2014-15	2013-14
	₹	₹
Interest on		
Bank deposits	4,63,800	-
Inter corporate deposits	3,96,35,073	2,76,07,352
Other deposits	1,08,76,232	1,46,68,762
Income tax refund	63,10,125	-
Dividend on current investments	1,85,407	1,26,786
Net gain on sale of current investments	14,428	2,52,943
Building rent	1,33,22,040	1,33,22,040
Excess provision written back	-	9,20,426
Other Non-operating income	12,133	24,649
	7,08,19,238	5,69,22,958
22. COST OF DEVELOPMENT / SALES	2014-15	2013-14
	₹	₹
Opening stock	36,92,57,387	44,80,32,634
Add: Expenditure/Transfers from advances during the year		
Materials, Structural, Labour and contract cost incurred	8,47,24,118	12,21,51,533
TDR Cost	-	12,79,220
Rates and taxes	9,30,377	21,70,421
Professional charges	56,26,435	1,26,64,873
Other project cost	1,30,19,857	1,17,04,447
Finance cost	52,64,101	50,22,956
Cost of acquisition of realty stock	-	3,31,82,221
	10,95,64,888	18,81,75,671
Less: Transferred to finished realty stock	53,88,951	6,76,01,603
Less: Closing stock	41,51,70,429	36,92,57,387
Cost of sales	5,82,62,895	19,93,49,315

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

23. EMPLOYEE BENEFITS EXPENSE	2014-15	2013-14
	₹	₹
Salaries and wages	1,53,49,126	1,61,79,016
Contribution to provident, superannuation and other funds	6,38,090	5,08,348
Staff welfare expenses	11,17,236	11,85,213
	1,71,04,452	1,78,72,577

Retirement benefit plans

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

I) Defined Contribution Plan

- Provident Fund
- Superannuation fund and Pension Scheme, 1995

The Company has recognized the following amounts in the Statement of Profit and Loss which are included under Contribution to Provident, Superannuation and other fund;

Contribution to:	2014-15	2013-14
	₹	₹
Provident fund	60,928	56,241
Superannuation fund	5,19,167	4,37,500
Pension fund	57,995	14,607

II) Defined Benefit Plans

- Contribution to Gratuity fund (Non- funded)
- Leave encashment (Non- funded)

In accordance with the Accounting Standard (AS 15) (Revised 2005) Employee Benefits, actuarial valuation was done in respect of the aforesaid defined benefit plans of gratuity and leave encashment based on the following assumptions:

Actuarial assumptions	2014-15	2013-14
Discount rate	8.00%	8.00%
Salary escalation rate	10.00%	10.00%
Attrition rate	0.50%	0.50%

GRATUITY	2014-15	2013-14
	₹	₹
A. Changes in value of obligations		
Liability at the beginning of the year	20,95,761	17,50,908
Interest cost	1,43,045	1,40,073
Current service cost	50,238	1,05,933
Benefit paid	(6,15,406)	-
Actuarial (gain)/loss on obligations	(1,00,171)	98,847
Liability at the end of the year	15,73,467	20,95,761

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹	2013-14 ₹
B. Amount recognized in the Balance Sheet		
Present value of defined benefit obligation as at the year end	15,73,467	20,95,761
Fair value of plan assets as at the year end	-	-
Liability/(Net asset) recognized in the Balance Sheet	15,73,467	20,95,761
- Current liability	11,64,790	14,45,729
- Non-current liability	4,08,677	6,50,032
C. Expenses recognized in the Statement of Profit and Loss		
Interest cost	1,43,045	1,40,073
Current service cost	50,238	1,05,933
Net Actuarial (gain)/loss recognized	(1,00,171)	98,847
Expenses recognized in the Statement of Profit and Loss	93,112	3,44,853
LEAVE ENCASHMENT	2014-15 ₹	2013-14 ₹
A. Changes in value of obligations		
Liability at the beginning of the year	14,41,487	14,27,670
Interest cost	1,06,679	1,12,998
Current service cost	4,68,077	3,49,628
Benefit paid	(2,15,999)	(30,400)
Actuarial (gain)/loss on obligations	(3,86,043)	(4,18,409)
Liability at the end of the year	14,14,201	14,41,487
B. Amount recognized in the Balance Sheet		
Present value of defined benefit obligation as at the year end	14,14,201	14,41,487
Fair value of plan assets as at the year end	-	-
Liability/(Net asset) recognized in the Balance Sheet	14,14,201	14,41,487
- Current liability	14,14,201	14,41,487
C. Expenses recognized in the Statement of Profit and Loss		
Interest cost	1,06,679	1,12,998
Current service cost	4,68,077	3,49,628
Actuarial (gain)/loss recognized	(3,86,043)	(4,18,409)
Expenses recognized in the Statement of Profit and	1,88,713	44,217

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

24. FINANCE COSTS	2014-15	2013-14
	₹	₹
Interest expenses on		
Inter corporate deposit	24,21,172	29,66,848
Term loan	52,64,101	44,30,394
Income tax	35,18,614	72,94,327
Others	386	2,82,638
Other borrowing cost	-	5,92,562
Total finance costs	1,12,04,273	1,55,66,769
Less: Transferred to construction work-in-progress	52,64,101	50,22,956
Net finance costs	59,40,172	1,05,43,813
25. OTHER EXPENSES	2014-15	2013-14
	₹	₹
Electricity	2,71,461	2,83,329
Repairs to		
Buildings	9,97,517	10,16,346
Machinery	2,06,534	1,84,151
Others	3,03,037	11,79,817
Insurance	1,03,809	1,09,438
Rent	49,115	47,913
Rates and taxes	10,90,435	6,58,111
Advertisements	53,036	49,100
Business promotion expenses	1,26,458	1,69,923
Travelling and conveyance expenses	22,70,443	17,82,990
Legal and professional fees	49,28,741	18,81,627
Retainership fees	8,44,784	6,53,716
Printing, stationery and communication expenses	10,80,661	10,59,509
Bank charges	15,933	10,263
Loss on sale of fixed assets	3,85,844	2,46,394
Vehicles expenses	11,72,940	14,42,212
Flat maintenance expenses	20,78,069	19,69,387
Commission and brokerage	-	3,00,000
Membership and subscription charges	2,60,953	2,44,320
Security charges	18,74,520	19,96,241
Sundry expenses	11,75,105	9,10,440
Directors' sitting fees	3,07,500	2,32,500
Corporate social responsibility expenses	13,00,000	-
Auditors' remuneration		
As Auditor		
Audit fee	2,75,000	2,25,000
Tax audit fee	25,000	25,000
For taxation matters	5,42,500	4,15,000
For reimbursement of expenses	13,587	4,752
Adjustments to the carrying amount of investments	17,670	(22,210)
	2,17,70,652	1,70,75,269

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**26. i) Contingent Liabilities not provided for****a) Claims against the Company not acknowledged as debt:****(In ₹)**

	2014-15	2013-14
Appeals filed in respect of disputed demands:		
Relating to Income Tax where the Company is in appeal	7,73,86,149	7,73,86,149
Relating to Income Tax where Department is in appeal	54,46,63,110	54,46,63,110
Labour Matters	1,35,327	1,35,327
Legal Cases	34,05,600	34,05,600
Letter of Credit	83,08,929	-

- b)** The Company has received a demand of ₹ 17,15,65,324/- from the State Revenue Department on account of permission required for transfer of flats built out of FSI relating to Leasehold land in project "Planet Godrej". The Company has been legally advised that this demand is not payable by the Company and a writ petition against this demand has been filed in the Honb'le High Court of Bombay ("the Court") and by way of ad-interim relief, the Court has directed to the Collector and others that they shall not take any further steps against the Company till the communication of the decision of the Government and no decision has been taken yet.

ii) Commitments**(In ₹)**

	2014-15	2013-14
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	11,15,699

- 27.** As per the information available, the Company has no dues to micro, small and medium enterprises as defined under Micro, Small and Medium Enterprise Act, 2006 during the year ended 31st March, 2015 and 31st March, 2014 and as at 31st March, 2015 and 31st March, 2014.
- 28.** The lease of the land at Mumbai has expired and it is yet to be renewed by the Collector of Mumbai ("the Collector"). Pending renewal of the lease, the previously agreed lease rent continues to be paid by the Company on the basis of the expired lease agreement. The demands previously raised by the Collector have been set aside by the Honb'le High Court of Bombay ("the Court"), and the Court has directed the Collector to re-assess the lease rent. As of the Balance Sheet date, no revised demand is received.
- 29.** During the year, the Company has provided depreciation as per the provision of Schedule II to the Companies Act, 2013 ("the Act") based on the remaining useful life of the assets and consequently, in case of the assets which have completed their useful lives as prescribed under Schedule II to the Act, the carrying value (net of residual value) as at 01st April, 2014 have been adjusted, net of tax, in the opening balance of Profit and Loss Account amounting to ₹ 4,62,622/- and in case of other assets, the carrying value (net of residual value) is being depreciated over the revised remaining useful lives. As a result of the above, depreciation for the current year is higher by ₹ 9,50,576/-.
- 30.** During the year, the Company has recognized ₹ 4,76,27,220/- as revenue from the on-going project "Simplex Khushaangan". The aggregate amount of cost incurred and the profit/(loss) recognized to date is ₹ 62,27,97,156/- and ₹ (6,66,71,488/-) respectively.
- 31. Earnings per share – EPS** is calculated by dividing the profit 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 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, 2015

	Particulars	2014-15	2013-14
1	Profit after tax – ₹	74,16,065	9,14,30,534
2	Weighted average number of shares outstanding during the year	29,91,382	29,91,382
3	Face value of shares – ₹	10/-	10/-
4	Basic / Diluted EPS - ₹	2.48	30.56

32. The Company's main business activity constitutes developing real estate, which is the only reporting segment. The company does not have any reportable geographical segment.

33. Related party disclosure

(i) Related party relationship during the year

(a) Associates	Simplex Papers Ltd. Simplex Mills Company Ltd.
(b) Key management personnel	Mr. Nandan Damani - Managing Director Mr. Surendra Kabra- Chief Financial Officer Mr. Shekhar R Singh- Company Secretary
(c) Relative of key management personnel	Mr. Sanjay N Damani Mrs. Shashi Patodia Mrs. Shivani Jatia
(d) Where persons mentioned in (b) or (c) exercise significant influence	The Nav Bharat Refrigeration and Industries Ltd. Shreelekha Global Finance Ltd. Lucky Vyapaar and Holdings Pvt. Ltd. Shrinathji Flour Mills Pvt. Ltd.

(ii) Transactions with related parties

(In ₹)

Type of related party	Description of the nature of transaction	Volume of transactions during 2014-15	Volume of transactions during 2013-14	As on 31.03.2015	As on 31.03.2014
(a) Associates					
Simplex Papers Ltd.	Loan given / (repaid) - net Receivable	(2,00,17,776) -	(19,173) -	12,33,15,805	14,33,33,581
Simplex Mills Company Ltd.	Loan given / (repaid) - net Receivable Interest accrued / received	7,06,58,454 - 46,19,837	(9,88,431) - -	7,16,95,522	10,37,068
(b) Key Management Personnel	Remuneration Sale of products* Installments received against sale of flat	92,33,250 3,90,373 18,75,500	83,50,000 23,77,905 32,82,125	-	-
(c) Relative of Key Management Personnel	Directors sitting fees Sale of products* Installments received against sale of flat *To the extent of revenue recognized during the year	35,000 7,65,084 37,56,590	82,500 46,60,410 68,35,602	-	-

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Type of related party	Description of the nature of transaction	Volume of transactions during 2014-15	Volume of transactions during 2013-14	As on 31.03.2015	As on 31.03.2014
(d) Where persons mentioned in (b) or (c) exercise significant influence					
a) Reimbursement of expenses received					
The Nav Bharat Refrigeration and Industries Ltd.		97,971	31,321	-	-
Lucky Vyapaar and Holdings Pvt. Ltd.		-	21,053	-	-
b) Inter Corporate Deposits (ICDs)					
The Nav Bharat Refrigeration and Industries Ltd.	ICD taken ICD (repaid)	20,00,000 (20,00,000)	1,36,25,000 (1,57,00,270)	-	-
Shreelekha Global Finance Ltd.	ICD taken ICD (repaid)	- -	2,08,25,000 (2,08,25,000)	-	-
Lucky Vyapaar and Holdings Pvt. Ltd.	ICD taken ICD (repaid)	- -	5,05,618 (13,86,914)	-	-
Shrinathji Flour Mills Pvt. Ltd.	ICD taken ICD (repaid)	- -	- (70,13,111)	-	-
c) Interest paid/accrued					
The Nav Bharat Refrigeration and Industries Ltd.		4,603	7,68,279	-	-
Shreelekha Global Finance Ltd.		-	11,33,393	-	-
Lucky Vyapaar and Holdings Pvt. Ltd.		-	22,191	-	-
Shrinathji Flour Mills Pvt. Ltd.		-	2,70,874	-	-
d) Security					
Security offered by Lucky Vyapaar and Holdings Pvt. Ltd. for loan availed		-	-	3,85,46,115	3,93,55,178

34. Expenditure in foreign currency	2014-15	2013-14
	₹	₹
Travelling expenses	10,04,275	6,59,473

35. Previous year figures

The previous year's figures have been reclassified, wherever necessary, to conform current year's presentation.

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 11th May, 2015

Shekhar R Singh
Company Secretary

S.K.Somany
Director

Mumbai, 11th May, 2015

FINANCIAL REVIEW

(₹ in lacs)

	2014-15	2013-14	2012-13	2011-12	2010-11
FINANCIAL POSITION					
Share Capital	299	299	299	299	299
Reserves and Surplus	11,902	11,869	11,059	10,979	10,868
Loan Funds	376	385	-	-	-
Deferred Tax Liability (Net)	-	1	19	18	27
Total Funds Employed	12,577	12,554	11,377	11,296	11,194
Gross Block	276	274	268	270	227
Depreciation	117	89	75	65	61
Net Block	159	185	193	205	166
Deferred Tax Asset (Net)	3	-	-	-	-
Net Current and Other Assets	12,415	12,369	11,184	11,091	11,028
Total Assets	12,577	12,554	11,377	11,296	11,194

OPERATING RESULTS

Revenue and other income	1,184	4,073	568	700	857
Operating and other expenses	971	2,343	344	462	301
Depreciation	28	18	17	15	12
Finance cost	59	105	19	11	11
Profit before tax	126	1,607	188	212	533
Current tax	54	665	55	58	192
Deferred tax	(2)	(17)	1	(10)	-
Profit after tax for the year	74	959	132	164	341
Tax expenses of earlier years	-	45	-	-	-
Profit after tax	74	914	132	164	341
Dividend for the year	30	90	45	45	75
Dividend %	10	30	15	15	25

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(In ₹)

Sr. No.	Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associates/Joint Ventures held by the Company			Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Network attributable to Shareholding as per latest audited Balance Sheet	Profit / (Loss) for the year	
			No	Amount of Investment in Associates/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	Simplex Papers Limited	31.03.2015	14,71,000	1,47,25,431	49.01	% Holding more than 20%	N.A.	(4,82,30,159)	N.A.	N.A.
2	Simplex Mills Company Limited	31.03.2015	14,70,000	1,46,10,800	48.99	% Holding more than 20%	N.A.	(1,07,54,212)	N.A.	N.A.



CIN: L17110MH1912PLC000351

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

ATTENDANCE SLIP

I hereby record my presence at the 102nd ANNUAL GENERAL MEETING held at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001 at 11.30. A.M. on Wednesday, the 5th day of August, 2015.

DP.ID.No. _____

Client I.D.No. _____

Folio No. _____

Full Name of Member _____

Signature _____

Full Name of Proxy (in Block Letters) _____

Signature _____

- 1) Members/Proxy holders are requested to bring the attendance slip duly completed when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.
- 2) Members/Proxy holders should bring their copy of the Annual Report for reference at the Meeting.



CIN: L17110MH1912PLC000351

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		e-mail Id:	
Registered address:		Folio No/ *Client Id: *DP ID	

I/We, being the member(s) holding shares of the Simplex Realty Limited, hereby appoint:

1. Name : Address:
E. mail ID: Signature: or failing him
2. Name : Address:
E. mail ID: Signature: or failing him
3. Name : Address:
E. mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 102nd Annual General Meeting of the Company, to be held on Wednesday, the 5th day of August, 2015 at 11.30 A.M. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai - 400 001 or at any adjournment thereof in respect of such resolutions as are indicated below:



I/ We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolutions	For	Against
Ordinary Business:		
1. Adoption of the Audited Financial Statements, the Reports of the Directors' and Auditors'.		
2. Declaration of Dividend on Equity Shares.		
3. Re-appointment of Shri T. C. Suseel Kumar who retires by rotation.		
4. Ratification of the appointment of M/s. Dayal and Lohia as Statutory Auditors of the Company.		
Special Business:		
5. Appointment of Shri S. K. Somany as an Independent Director.		
6. Appointment of Shri Vijay S. Jindal as an Independent Director.		
7. Appointment of Shri Sanjay N Damani as Executive Director.		

Signed this.....day of2015.

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp
(Signature)

Note:

1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company alongwith the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting. A Proxy need not be a member of the Company.
2. **This is only optional. Please put a "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the " For" or "Against" column blank against any or all the resolutions , your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



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

Dear Shareholder(s)

11th May, 2015

Option for NECS Mandate/Bank Mandate

NECS Mandate

As an added service to our shareholders, we are pleased to offer the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders through National Electronic Clearing Service (NECS). This facility is currently available to shareholders located at Ahmedabad, Bangalore, Bhubaneswar, Chandigarh, Chennai, Guwahati, Jaipur, Hyderabad, Kanpur, Kolkata, Mumbai, Nagpur, New Delhi, Patna, Pune and Thiruvananthapuram. Shareholders in these locations who would like to avail of this facility are requested to fill up the mandate form provided on the reverse of this letter and submit the same so as to reach the Company's Share Transfer Agent latest by 5th August, 2015. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/issue of duplicate dividend warrants.

✂ Kindly note that as per directives of Securities and Exchange Board of India (SEBI), in respect of shareholders holding shares in dematerialized form, dividend shall be paid through NECS (where such facility is available) directly into the bank account furnished by the shareholders to their respective Depository Participant. Such shareholders therefore need not submit the mandate form provided on the reverse of this letter. In case it is desired to receive dividend in a bank account other than the one specified while opening the Demat Account, such shareholders may please inform the same to their respective Depository Participant immediately.

Bank Mandate

Shareholders holding shares of the Company in physical form and who, for any reason, would not like to avail of the NECS facility being offered as mentioned above, are requested to furnish (if not done earlier) in the mandate form provided on the reverse of this letter, details of their bank account number and name of the bank and the branch, which would be printed on the dividend warrants to avoid fraudulent encashment thereof.

Kindly note the NECS/ Bank mandate instructions should be under the signature of the shareholder(s) as per specimen lodged with Company.

Thank you,

Yours sincerely,

For **Simplex Realty Limited**

Shekhar R Singh
Company Secretary

To,
Freedom Registry Limited
Plot No. 101/102, 19th Street, MIDC,
Satpur, Nasik - 422 007

Date:

FORM FOR NECS MANDATE / BANK MANDATE

(Not required to be filled by Shareholders holding shares in dematerialized form)

I/We _____
do hereby authorise Simplex Realty Limited to:-

1. Credit my dividend amount directly to my Bank Account as per details furnished below by National Electronic Clearing Service (NECS) - NECS Mandate*
2. Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me - Bank Mandate*

(*Please strike out whichever is not applicable)

Folio No.

A.	Bank Name	
B.	Branch	
C.	Bank Address	
D.	Bank Account No.	
E.	Account Type (Saving/Current)	
F.	9 Digit Code number of the bank and branch as appearing on the MICR Cheque (for NECS Mandate only) Please attach photo copy of the cheque	
G.	Telephone Number (with STD code) of shareholder (optional)	
H.	Email address of Shareholder (Optional)	

I/We shall not hold the Company responsible if the NECS mandate cannot be implemented for reasons beyond the control of the Company.

Signature of Shareholder
(as per specimen lodged with the Company)

Notes:

1. In case of shares held in dematerialized form, shareholders are requested to intimate the updated bank account details to their Depository Participant (DP).
2. You may contact the Company's Share Transfer Agent, M/s. Freedom Registry Limited, for any clarifications you may need on the NECS/Bank Mandate at : Tel: (0253) - 2354032 Fax: (0253) - 2351126
Email:support@freedomregistry.in

Route map of venue of the AGM Hall



If undelivered, please return to:

Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai - 400 011.