



29th May, 2019

Department of Corporate Services

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir,

Ref : SEBI circular no. CIR/CFD/CMDI/27/2019 dated 8th February, 2019

Sub. : Revised Annual Secretarial Compliance Report for the year ended 31st March 2019

Pursuant to clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Revised Annual Secretarial Compliance Report of the Company for the year ended 31st March 2019, issued by Shri Manish L Ghia, Partner of Maish Ghia & Associates, Practicing Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Simplex Realty Limited**

Shekhar
Shekhar R Singh
Company Secretary



Encl: as above

Secretarial Compliance Report

of *Simplex Realty Limited* for the year ended 31st March 2019.

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,
The Members,
Simplex Realty Limited
Mumbai

We **Manish Ghia & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Simplex Realty Limited** (having Corporate Identification Number L17110MH1912PLC000351 and whose equity shares are listed at BSE Limited with Scrip Code "503229" ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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

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



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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein with referred to as LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(No compliances were required to be made during the review period)*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(No compliances were required to be made during the review period)*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(No compliances were required to be made during the review period)*;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 *(No compliances were required to be made during the review period)*;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

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

Sr. No	Compliance Requirement (Regulations/ circulars/	Deviations	Observations/ Remarks of the Practicing Company Secretary



	guidelines including specific clause)		
1	Regulation 40(9) of LODR	in few instances there were delays in dispatch of Share Certificates.	The deviation is procedural in nature and is not rectifiable as explained to the company by Registrar and Transfer Agent, the delay was on account of surge in volume of demat request from unlisted companies.

- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) no action have been taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.
- (d) this being the first report, the requirement relating to "observations in the previous reports requiring follow-up actions by the listed entity" are not applicable.

For Manish Ghia & Associates
Company Secretaries



Manish Ghia

Manish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531

Place : Mumbai
Date: May 7, 2019