



26.05.2025

Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

BSE Security Code 503229

**Sub: Submission of Annual Secretarial Compliance Report for the financial year
2024-25**

Dear Sir/ Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, we enclose herewith the Annual Secretarial Compliance Report issued by Taher Sapatwala and Associates, Company Secretaries for the financial year 2024-25.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Simplex Realty Limited**

Pooja Bagwe
Company Secretary and Compliance officer
Encl.: a/a

CIN: L17110MH1912PLC000351

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

T: +91 22 23082951 | E.mail: investors@simplex-group.com

| Website: www.simplex-group.com

company-secretary@simplex-group.com



Taher Sapatwala & Associates
Company Secretaries

Secretarial Compliance Report of
Simplex Realty Limited
for the financial year ended 31st March, 2025

*Under Regulation 24A of Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015*

I, Taher Saifuddin Sapatwala, proprietor of M/s. Taher Sapatwala & Associates, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Simplex Realty Limited having Corporate Identification Number L17110MH1912PLC000351 (hereinafter referred to as "the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited having Scrip Code '503229',
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which has been relied upon to make this Report,

for the year ended 31st March, 2025 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable to the listed entity for the Review Period;**
- (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 - **Not applicable to the listed entity for the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the listed entity for the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the listed entity for the Review Period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act in respect of dealing with client (to the extent applicable);





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- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
and circulars/ guidelines issued thereunder; as amended;

and based on the above examination, I 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:

| S.no | Com- pliance Require- ment (Regu- lations/ circulars/ guidelines including specific clause) | Regu- lation/ Circular No. | Deviat -ions | Action Taken by | Type of Action | Details of Vio- lation | Fine Amou- nt | Obser- vations/ Remarks of the Practicing Company Secretary | Manage- ment Response | Rem- arks |
|------|---|-------------------------------------|-----------------|-----------------------|----------------------|------------------------------|---------------------|---|-----------------------------|--------------|
| NA | | | | | | | | | | |

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

| S.no | Observations/ Remarks Of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the secretarial compliance report for the year ended (the years are to be mentioned) | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|------|---|--|--|---|---|---|
| NA | | | | | | |

- c. I hereby report that, during the review period the listed entity complied with the following requirements as per the status given below:

| Sno. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|------|---|--------------------------------------|----------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | - |





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| Sno. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|------|---|-----------------------------------|---|
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes Yes | - - |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website | Yes Yes Yes | - - - |
| 4. | <u>Disqualification of Director:</u> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | - |
| 5. | <u>Details related to subsidiaries of listed entities:</u> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | NA Yes | The Listed entity does not have any material subsidiary. - |
| 6. | <u>Preservation of Documents:</u> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | - |





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| Sno. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|------|--|-----------------------------------|--|
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | - |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee, in case no prior approval has been obtained. | Yes NA | No such instance was observed during the Review Period |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | - |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | - |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein. | Yes | - |





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| Sno. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|------|--|-----------------------------------|---|
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | No such event occurred during the Review Period |
| 13. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | - |

* Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Taher Sapatwala & Associates
Company Secretaries
ICSI UIN: S2016MH378000
Peer Review Cert. No.: 2703/2022

Taher Sapatwala
Proprietor
FCS: 8029 | C.P. No. 16149
UDIN: F008029G000372459



Mumbai, 21st May, 2025