



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE' 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2289-1468
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com
CIN No. L45209 WB 1924 PLC 004969

01/CS/SE/001/95616

May 29, 2025

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051
Scrip Code – SIMPLEXINF

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip code - 523838

The Secretary
Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata – 700001
Scrip Code - 29053

Dear Sir,

Re: Secretarial Compliance Report for the Financial year ended 31st March,2026

We enclose a Secretarial Compliance Report dated 28th May, 2026 for the Financial year ended 31st March,2026, issued by Labh & Labh Associates, Practicing Company Secretaries for your perusal and record.

Please acknowledge receipt.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


B. C. BAJORIA
SR.VICE PRESIDENT &
COMPANY SECRETARY

Enc: as above



LABH & LABH Associates

Company Secretaries

Merlin Laurel Garden, Ruby-4E, 4th Floor,
71, Narsingha Dutta Road, Kolkata - 700 008, W.B.

(M) : 98300-55689

e-mail : aklabhcs@gmail.com

Secretarial Compliance Report of Simplex Infrastructures Limited for the financial year ended 31.03.2026

We, Labh & Labh Associates, *Company Secretaries*, have examined :

- (a) all the documents and records made available to us and explanation provided by *Simplex Infrastructures Limited* ("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 Report,

for the financial year ended 31.03.2026 ("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 to the extent as applicable, include :-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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: **Not Applicable to the Company during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **Not Applicable to the Company during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;



ASIT KUMAR
LABH

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Chamber : C/o. A. K. LABH & Co., 40, Weston Street, 3rd Floor, Kolkata - 700 013, Phone : (033) 2221-9381 / 4063-0236

CERTIFIED TRUE COPY
For SIMPLEX INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary



LABH & LABH Associates

Company Secretaries

Merlin Laurel Garden, Ruby-4E, 4th Floor,
71, Narsingha Dutta Road, Kolkata - 700 008, W.B.

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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/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern, in the format specified by the Board within 10 days of any capital restructuring of the listed entity resulting in a change exceeding 2 % of the total paid-up share capital.	31(1)(c) and LODR	Shareholding Pattern filed with Stock Exchange in terms of Regulation 31 of the Listing Regulations, for change in capital on 28.03.2025 has been filed with stock exchange on 12.04.2025 resulting delay of 6 days.	None	None	Shareholding Pattern filed with Stock Exchange in terms of Regulation 31 of the Listing Regulations, for change in capital on 28.03.2025 has been filed with stock exchange on 12.04.2025 resulting delay of 6 days	NA	Shareholding Pattern filed with Stock Exchange in terms of Regulation 31 of the Listing Regulations, for change in capital on 28.03.2025 has been filed with stock exchange on 12.04.2025 resulting delay of 6 days.	The Company was of the view that the filing is to be done after the shares are credited to the respective Allottees Accounts (after receiving trading approval and when its reflects in the benpose)	
2	Re-appointment of Mr. Sukumar Dutta (Whole-time-Director and Chief Financial Officer) was not informed to the Stock Exchange	30 of LODR	Re-appointment of Mr. Sukumar Dutta (Whole-time-Director and Chief Financial Officer) vide Board Meeting held on 27.05.2025 was not informed to the Stock Exchange	None	None	Re-appointment of Mr. Sukumar Dutta (Whole-time-Director and Chief Financial Officer) vide Board Meeting held on 27.05.2025 was not informed to the Stock Exchange	NA	The Company has not informed the stock exchanges after re-appointment of the Whole-time-Director & CFO of the Company post Board Meeting held on 27.05.2025.	Mr Sukumar Dutta was proposed for reappointment in the board meeting held on 27 th May 2025 subject to the approval of the Members at the ensuing annual general meeting. However he opted for retirement before his proposed appointment in the ensuing Annual General Meeting. Accordingly, retirement of Mr. Sukumar Dutta (DIN-00062827) from the position of whole-time Director & CFO with effect from the close of business hours on 31st August 2025 was duly informed to the stock exchanges as outcome of the board meeting held on 13 th August 2025.	



ASIT KUMAR
LABH

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

Sl. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	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
1	Financial results for quarter ended 30 th June, 2023 was published in Newspaper on 15.08.2023 but the same was not submitted with the Stock Exchange.	31.03.2024	Regulation 47 of SEBI LODR	Financial results for quarter ended 30 th June, 2023 was published in Newspaper on 15.08.2023 but the same was not submitted with the Stock Exchange.	---	No action taken by any stock exchange.
2	There was a delay of 1 minute in submission of outcome for the Board Meeting held on 14.11.2023 for approval of financial results for the quarter ended 30 th September, 2023.	31.03.2024	Regulation 33 of SEBI LODR	Delay in submission of outcome of Board Meeting	In response to BSE mail in this respect, the Company has already clarified the matter vide their letter date 20.11.23	No further action taken by BSE.
3	The Company has not yet taken Special Contingency Insurance Policy as mentioned in the referred Circular.	31.03.2023	SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB / P/ CIR/2022/70 dated May 25, 2022	Non-compliance with the provisions of the Circular	The Company is in process of taking the Policy.	Complied now

I. We hereby report, during the Review Period, the compliance status of the listed entity with the following requirements:



ASIT KUMAR
LABH

Digitally signed by ASIT KUMAR LABH
DN: cn=ASIT KUMAR LABH, o=LABH & LABH Associates, ou=LABH & LABH Associates, email=asit.kumar@labhcs.com, c=IN
Date: 2023.09.13 14:44:48 +05'30'



LABH & LABH Associates

Company Secretaries

Merlin Laurel Garden, Ruby-4E, 4th Floor,
71, Narsingha Dutta Road, Kolkata - 700 008, W.B.
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Sr. No.	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 of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies : <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.All 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.	Maintenance and disclosures on Website : <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents / information under a separate section on the website.Web-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.	Disqualification of Director : None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	No	As informed, the Company has entered into Master Restructuring Agreement with the National Asset Reconstruction Company Limited ("NARCL") on 15.01.2025 and the debts of the Company (including debentures) have been restructured and taken over by NARCL and there is no outstanding debentures/deposits of the Company as on 31.03.2026. However, the directors already disqualified in terms of Section 164 of the Companies Act, 2013 continue to be disqualified till completion of their respective tenure of disqualification as stipulated vide the said provisions.
5.	Details related to Subsidiaries of listed entity have been examined w.r.t. : <ul style="list-style-type: none">(a) Identification of material subsidiary companies.(b) Disclosure requirement of material as well as other subsidiaries.	N.A. N.A.	The Company did not have any material subsidiary during the year under report.

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ASIT KUMAR
LABH

Chartered Accountant (Firm) No. 10001
Company Secretary (Firm) No. 10001
Member of Institute of Company Secretaries of India (ICSI)
Member of Institute of Cost Accountants of India (ICAI)
Member of Institute of Tax Practitioners (ITP)
Member of Institute of Financial Planners (IFP)
Member of Institute of Business Valuers (IBV)
Member of Institute of Directors (INDIA)

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For SIMPLEX INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary



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6.	Preservation of Documents : 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.	Yes	
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. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes Yes	Ratified by the Audit Committees
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	



ASIT KUMAR LABH

Digitally signed by ASIT KUMAR LABH
DN: cn=ASIT KUMAR LABH, o=LABH & LABH Associates, ou=LABH & LABH Associates, email=aklabhcs@gmail.com, c=IN
Date: 2023.08.22 11:45:38



LABH & LABH Associates
Company Secretaries

Merlin Laurel Garden, Ruby-4E, 4th Floor,
71, Narsingha Dutta Road, Kolkata - 700 008, W.B.
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e-mail : aklabhcs@gmail.com

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any :</p> <p>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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p>	N.A.	No such case was reported during the financial year under report.
13.	<p>Additional Non-compliances, if any :</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	N.A.	None

We further, report that :

- (a) the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the SEBI LODR Regulations – **Not Applicable to the Company during the review period;**
- (b) Payment of remuneration to Mr. Gurumurthy Ramanathan, a non-executive director exceeding fifty per cent of the total annual remuneration payable to all non-executive directors, is subject



ASIT KUMAR
LABH

LABH & LABH ASSOCIATES
Company Secretaries
11, Narsingha Dutta Road, Kolkata - 700 008, W.B.
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to approval of the shareholders of the Company in terms of Regulation 17(6)(ca) of the Listing Regulations.

II. 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. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We 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.



Signature: ASIT KUMAR
LABH

Name of the Practicing Company Secretary : CS Asit Kumar Labh
Partner
LABH & LABH Associates
Company Secretaries

FCS No. : 32891
CP No. : 14664
UIN : P2025WB105500
PRCN : 7215/2025
UDIN : A032891H000515131

Place : Kolkata
Dated : 28.05.2026