

SIMPLEX
PROJECTS LIMITED



ANNUAL REPORT
2021-2022

BOARD OF DIRECTORS***Chairman & Director***

Mr. Balkrishan Das Mundhra

Managing Director

Mr. Sudarsshhan Das Mundhra

Independent Directors

Mr. Bhabhya Nath Thakur

Ms. Sagarika Ghosh Chakraborty

Chief Financial Officer

Mr. Sudarsshhan Das Mundhra

Company Secretary

Ms. Sohini Shukla

Statutory Auditors

H.S. Bhattacharjee & Co.

Chartered Accountants

Bankers

ACRE Ltd

Axis Bank Ltd.

Bank of Baroda

Development Credit Bank Ltd.

ICICI Bank Ltd.

IDBI Bank Ltd.

State Bank of India

UCO Bank

Yes Bank Ltd. (J.C. Flowers ARC)

CHAIRMAN OF THE MONITORING AGENCY

(Erstwhile Resolution Professional)

Mr. Sutanu Sinha

(IBBI/IPA-003/IP-N00020/2017-18/10167)

Secretarial Auditors

A K Labh & Co,

Company Secretaries

Cost Auditors

Sachin Chapparria & Co.,

Cost Accountants

Registrar and Share Transfer Agents

Cameo Corporate Services Limited

Subramanian Building, V-Floor

1, Club House Road

Chennai - 600002

Registered Office

12/1, Nellie Sengupta Sarani

Kolkata-700087

Phone : +91 33 2252 4125

E-mail : info@simplexprojects.com

Website : www.simplexprojects.com

Pursuant to Order dated 27th April 2022 of the Hon'ble National Company Law Tribunal, Kolkata, the Corporate Insolvency Resolution Process ("CIRP") was initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"). Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) was appointed as Interim Resolution Professional of the Company and was later confirmed as Resolution Professional of the Company, by the Committee of Creditors. Upon commencement of CIRP, the powers of the Board of Directors of the Company stand suspended. The Company has emerged out of the CIRP with effect from 06th August 2024, being the date of the Order passed by Hon'ble NCLT, approving the Resolution Plan submitted by Mr Sudarsshhan Das Mundhra, upon its being voted by the Committee of Creditors (CoC) as the successful resolution plan for the Company. The Company's affairs, business and assets have since been managed by a 7-member Monitoring Agency formed as per terms of the approved Resolution Plan with Mr. Sutanu Sinha (the erstwhile Resolution Professional of the Company) as the Chairman of the Monitoring Agency and six other members with equal representation from the Lenders (Banks) of the Company and Mr Sudarsshhan Das Mundhra, the Successful Resolution Applicant (SRA).



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To

The Members

The Monitoring Agency has pleasure in presenting the 32nd Annual Report together with the Audited Financial Statements of the Company for the financial year ended March 31, 2022.

CORPORATE INSOLVENCY RESOLUTION PROCESS:

Pursuant to the Order dated 27th April 2022 ("CIRP Commencement Date") of the Hon'ble National Company Law Tribunal ("Adjudicating Authority"), Corporate Insolvency Resolution Process ("CIRP") has been initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code") and the related rules and regulations issued thereunder. In terms of the said order, Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) was appointed as Interim Resolution Professional of the Company and was later confirmed as Resolution Professional of the Company (Corporate Debtor), by the Committee of Creditors ("CoC") of the Corporate Debtor, on 27 June 2022. In terms of Section 17 to 23 of the Code, on commencement of CIRP, the powers of the Board of Directors of the Company and its Committees stand suspended and the same was vested with the IRP/RP.

Further, the Company has emerged out of the CIRP as per provisions of the "Code" with effect from 06th August 2024, being the date of the Order passed by the Adjudicating Authority, approving the Resolution Plan submitted by Mr Sudarsshhan Das Mundhra, upon its being voted by the CoC as the successful resolution plan for the Company. The Company's affairs, business and assets have since been managed by a 7-member Monitoring Agency formed as per terms of the approved Resolution Plan with Mr. Sutanu Sinha (the erstwhile Resolution Professional of the Company) as the Chairman of the Monitoring Agency and six other members with equal representation from the Lenders (Banks) of the Company and Mr Sudarsshhan Das Mundhra, the Successful Resolution Applicant (SRA).

FINANCIAL PERFORMANCE:

The standalone Financial Statements for the Financial Year ended March 31, 2022, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. Necessary disclosures as regards to the key impact areas & other adjustments upon transition to Ind-AS reporting have been made under the Notes to Financial Statements.

The performance of the company for the year ended March 31, 2022, on a standalone basis, is summarized below:

(Rs. In Lakhs)

	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Total Income	4227.28	16832.53
Less: Expenses	5771.59	16,827.21
Profit / (Loss) before exceptional and extra-ordinary items	(1544.31)	5.32
Exceptional Items	-	-
Profit before extra-ordinary items & tax	(1544.31)	5.32
Less: Provisions for Taxation	(55.26)	(7.51)
Profit After Tax	(1489.05)	12.83
Balance brought forward from last year	(3591.53)	(3599.54)
Profit Available For Appropriation	(1488.31)	8.21
Less: Proposed Dividend (including tax on dividend)	NIL	NIL
Tax thereon	NIL	NIL
Transfer to General Reserve	NIL	NIL
Balance Profit after appropriation	(5079.64)	(3591.33)

REVIEW OF OPERATIONS:

Your Company has achieved a Gross Turnover of Rs. 4185.14 Lakhs for the financial year ended March 31, 2022 as against Rs. 16775.88 Lakhs in financial year 2021-22. The company has incurred a loss of Rs. 1489.05 Lakhs (after interest and depreciation charges) as against a profit of Rs. 12.83 Lakhs during the previous year.

The Company during the year under review, continued to be passing through a very difficult phase as it has been over the last few years, affecting the overall performance. The Company had been facing severe financial, operational and regulatory challenges, such as very tight liquidity conditions, serious stress on cash flows, as well as other issues, leading to major operational bottlenecks. The operations of the company's branch at Libya continued to be suspended due to prevailing political situation in that country since 2011, while the Project at Kuwait despite majorly completed remained in dispute.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of Business during the year under report.

DIVIDEND:

The Board of Directors of the Company do not recommend any dividend for the year ended 31st March 2022.

RESERVES:

No amount is proposed to be transferred to Reserves during the year ended March 31, 2022.

DIRECTORS AND KMPS:

The Board of your Company consists of Four directors as on 31st March, 2022, with an optimum mix of Executive and Non-executive Directors. Details of the composition of the Board have been disclosed in details in the Corporate Governance Report, which forms an integral part of this report.

In pursuance of Section 152 of the Companies Act, 2013 and the Rules framed there under, Mr. Balkrishan Das Mundhra (DIN-00013125), Non-Executive Director would liable to retire by rotation, at the ensuing Annual General Meeting and being eligible have offered himself for reappointment.

All the directors of the Company, including the Independent Directors, have disclosed their concern and interest in other companies, bodies corporate, firms, and other association of individuals, including the shareholding, in Form MBP-1. Further, all the Independent Directors have confirmed that they meet the criteria of independence, as laid down under Section 149(6) of the Act, read with the Regulation 16(1) (b) of the SEBI Listing Regulations.

Pursuant to Listing Regulations, your Company had arranged a familiarization program for the Independent Directors of your

Company on 16th March, 2022. The detail of the familiarization program is available on the website of the Company at the following link: <https://www.simplexprojects.com>.

Formation/Cessation of Company's Subsidiaries/ Associate/ Joint Venture

During the year under review, a joint venture has been proposed to be formed as SPL_SIPL_JV tentatively in December, 2020 and it was effectively started in Financial year 2021-2022.

During the year under review, the Company has entered into an agreement to dilute its stake in Simpark Infrastructure Pvt. Ltd., to monetize its investment pursuant to which the said Company ceases to be an Associate w.e.f March 30, 2022.

CONSOLIDATED FINANCIAL STATEMENTS

During the financial year under review, the Company has no subsidiary and/or joint venture and/or associate Company and accordingly, your Company is not required to prepare consolidated financial statements, including Form AOC-1 for the F.Y. 2021-22.

MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments, affecting the financial position of the company, excepting commencement and conclusion of CIRP of the Company as stated above, between the end of the financial year ie 31st March, 2022 and the date of the report.

BOARD EVALUATION

The Nomination & Remuneration Committee of the Company has framed a Policy on evaluation of the Board, evaluation of Board Committees, their functioning and evaluation of individual Director. The Company believes that it is the collective effectiveness of the Board and the senior management that determines the Company performance.

The Board of Directors had carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI Listing Regulations. The performance of the Board was evaluated after seeking inputs from all the directors and the senior management of the Company, on the parameters derived from Board's core role of trusteeship to protect and enhance shareholder value as well as fulfill expectations of other stakeholders through strategic supervision. Board performance is assessed against the role and responsibilities of the Board as provided in the Act and the SEBI Listing Regulations.

The performance of the various committees of the Board was evaluated after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, flow of information, etc.

Reports on functioning of Committees were placed by the respective Committee before the Board.

The Board as well as the Nomination and Remuneration Committee of the Company reviewed the performance of the individual directors on the basis of the role played by each Director as a member of the Board, contribution to the Company, relationship with the stakeholders, peer evaluation, etc. In addition, the Chairman and Managing Director was also evaluated on the key aspects of his role.

Pursuant to Clause VII of the Schedule IV to the Act, in a separate meeting, the Independent Directors of the Company evaluated the performance of non-independent directors, performance of the board as a whole and performance of the Chairman, taking into account the views of the Non-independent Directors and the senior management. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire board, excluding the director being evaluated.

During the year a meeting of the Independent Directors was held on 16th March, 2022. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole. The meeting was attended by all independent directors.

However, Mr. Sagarika Ghosh Chakraborty, Independent Director has done performance evaluation of non-independent directors, The Chairman of the Company and the Board as a whole for the financial year 2021-2022. She expressed satisfaction with the quality, quantity and timeliness of flow of information between the Company's management and the Board.

MEETINGS OF THE BOARD

The Board of Directors held 9 (Nine) meetings during the financial year 2021-2022, in accordance with the provisions of the Act and the rules made there under. The details of the Board meetings and the attendance of Directors are provided in the Corporate Governance Report, which forms a part of this report.

The intervening gap between the Meetings was within the stipulated period prescribed under the Act and the principles & guidelines prescribed by the Secretarial Standard-1, issued by The Institute of Company Secretaries of India, have also been followed by the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under section 149(6) of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015(as amended).

AUDIT COMMITTEE

Pursuant to Section 177 of the Act, 2013 and the SEBI Listing Regulations, the Company has in place Audit Committee which acts in accordance with the terms of reference specified in the Act and the details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report, which forms part of this report. The Board has accepted all the recommendations made by the Audit Committee during the financial year 2021-2022.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178(1) of the Act, 2013 and SEBI Listing Regulations, the Company has in place Nomination and Remuneration Committee to perform such functions as enumerated in the Act and the SEBI Listing Regulations. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report, which forms part of this report.

Your Company has devised Remuneration Policy pursuant to recommendation of Nomination and Remuneration Committee applicable to Directors, Key Managerial Personnel and Senior Management Employees. A detailed report on the same is given in the Corporate Governance Report, which forms an integral part of this report.

AUDITORS & AUDIT REPORTS:

Statutory Auditors

M/s. H.S. Bhattacharjee & Co., Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 25th September, 2017, for a term of five consecutive years.

In accordance with the Companies Amendment Act, 2017, notified by the Ministry of Corporate Affairs vide notification no. GSR432(E) dated 07th May, 2018, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting.

The Report given by the Auditors on the financial statement of the Company form an integral part of this Report.

Boards' Explanation on Auditors' Qualification / Emphasis of Matters on Financial Statements

The Board has duly examined the Statutory Auditors' Report to the accounts and the Board's clarifications regarding the qualified opinions of the Statutory Auditors on Financial Statements of the Company are given hereunder:

Item No. of Qualified Opinion	Board's Clarification
(a), (b) & (c)	As regards to observations under Basis of Qualified Opinion expressed by the Auditors in their Report, attention is hereby drawn that Note no's 32, 34, 35 and 40 of Standalone Financial Statement are self- explanatory and therefore do not require any further comments.
(d)	The Company's overseas project at Kuwait was terminated in 2019 subsequent to which the local establishments at Kuwait branch stands withdrawn by the company. Therefore, audit from local auditors were not be carried out.
(e)	The Company had been categorized as Non-Performing Asset by the lender banks and majority of banks stopped debiting interest on their outstanding debts as per Prudential Norms on Income Recognition issued by the Reserve Bank of India. Accordingly, the Company has not recognized interest expense on the borrowings.
(f)	The Investment made in the partnership firm Simplex Projects (Netherlands) Cooperatie UA of Rs.542.94 Lakhs were exclusively for the purpose of the Company's project in Libya and attention is hereby drawn that Note no 40 of Standalone Financial Statement are self- explanatory and therefore do not require any further comments.
(g)	Advances to suppliers, sub-contractors & staffs related to projects amounting to Rs. 4861.94 Lakhs and Rs. 131.11 Lakhs as advance against project are in the normal course of business, hence no impairment has been considered at this stage.
(h)	The amount of Rs.465.29 Lakhs pertaining to materials imported and kept at port were for the Company's project at Libya the operations of which are suspended since 2011 and attention to Note no 40 of Standalone Financial Statement are self- explanatory. The remaining Capital Work in Progress pertains to one of its domestic project against which an Arbitral award has been given in favour of the Company. As the same is under challenge by the party, no provision has been made in that respect.
(i) & (j)	Attention is hereby drawn that Note nos 8 & 13 of Standalone Financial Statement are self- explanatory and therefore do not require any further comments.
(k)	The Audit of the Trust jointly administered by the Company and Employees, has since been carried out for all the years stated by the Auditors in their Report.
(l)	Debtors of the Company primarily constitute Government Departments, Undertakings and Central or State Government agencies, wherein no system for Confirmation of payables or deposits prevails in respect of construction contracts of which a significant portion is under Arbitration. Hence these amounts are as per the record of the Company for which requisite documents were furnished. Attention is also drawn that Note no 32 of Standalone Financial Statement are self- explanatory and therefore do not require any further comments.
(m)	As regards to observations under Basis of Qualified Opinion expressed by the Auditors in their Report with regard to non-compliance of certain regulations of SEBI (LODR) Regulations 2105, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self- explanatory and therefore do not require any further comments.
(n)	As regards to observations under Basis of Qualified Opinion expressed by the Auditors in their Report with regard to non-recognition of interest, attention is hereby drawn to the Board's comment at note (e) supra for similar treatment for bank loans, which are self- explanatory and therefore do not require any further comments. similar treatment for bank loans, which are self- explanatory and therefore do not require any further comments.

Cost Auditor

In compliance with the provisions of Section 148 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on August 12, 2021 had appointed M/s. S. Chhaparia & Associates, Cost Accountants, Kolkata (Firm Registration No. 101591) as the Cost Auditors of the Company for the financial year 2021-2022 and their remuneration has been approved at the previous Annual General Meeting.

M/s. S. Chhaparia & Associates, have been reappointed as cost auditors for the financial year 2021-2022 as required under the Companies Act 2013 and the remuneration payable to the cost auditors is required to be placed before the members in the ensuing annual general meeting (AGM) for their ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to them is included in the notice convening the AGM. The Board recommends the same for approval by members at the ensuing AGM.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Mr. Asit Kumar Labh, ACS-32891/C.P. No. 14664, Practising Company Secretary of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as its secretarial auditor to undertake the secretarial audit for the financial year 2021-2022. The Secretarial Audit Report for the Financial Year 2021-2022 submitted by the Secretarial Auditors contains audit qualifications to which Management response has been duly furnished.

LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Act have been disclosed in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

None of the transactions with the Related Parties fall under the ambit of Section 188(1) of the Act since all the agreement and transactions were in the ordinary course of business and on an arm's length basis. None of the transactions could be considered as material in accordance with the policy of your Company on Materiality of Related Party Transactions, which is available on the Company's website. Further, none of the transactions with related parties required approval of the shareholders as the same were within the prescribed limits, under Section 188(1) of the Act and the Rules framed there under, as amended from time to time.

Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure II in Form AOC-2 and the same forms part of this report.

DEPOSITS

The Company, during the year under review, has not accepted any deposit from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

CHANGES IN THE SHARE CAPITAL OF THE COMPANY

During the financial year 2021-2022, the Company has not issued any Equity Shares. Accordingly, the details of Shares issued with Differential Voting Rights, Issue of Sweat Equity Shares and Issue of Employee Stock Option Scheme are not applicable on your Company.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the

accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS

There are no other significant material orders, excepting the Orders of Hon'ble NCLT, Kolkata regarding commencement and conclusion of CIRP of the Company as stated above, passed by any Regulator / Court which would impact the going concern status of your Company and its future operations.

ISSUE OF EMPLOYEE STOCK OPTION

Your Company has not provided any Employee Stock Option for the financial year 2021-2022.

CORPORATE GOVERNANCE

Pursuant to the provisions of Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the shareholders. A certificate received from Mr. Asit Kumar Labh, Practising Company Secretary (ACS-32891/ CP-14664) regarding compliance with the conditions of Corporate Governance as stipulated under the said Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Government of India under Section 118(10) of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosure pertaining to remuneration and other details as required under the provisions of section 197(12) of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 as amended from time to time forms part of the Directors' Report as Annexure- III.

WHISTLE BLOWER POLICY/VIGIL MECHANISM :

In terms of Section 177(9) & (10) of the Companies Act, 2013 and the Listing Regulations, The Company has framed Whistle Blower Policy to establish a Vigil Mechanism for Directors and employees to report genuine concerns about unethical behavior, fraud or violation of the Company policies including Code of Conduct or complaints regarding accounting, auditing, internal controls without fear of reprisal. The Whistle Blower Policy is available at http://www.simplexprojects.com/form_doc/1402298207.pdf

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company treats its “Human Resource” as one of its most important assets. It has always provided a congenial atmosphere for work to all its employees that are free from discrimination and harassment. Your Company has zero tolerance towards sexual harassment at the workplace. To strengthen the security against sexual harassment, the Company has adopted Anti-Sexual Harassment Policy and also constituted an Internal Complaints Committee (ICC). The Company has a policy for prevention of sexual harassment at the workplace, which can be accessed on its website at The said policy is available at http://www.simplexprojects.com/form_doc/1529389295.pdf. In accordance with the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”) and rules made thereunder, the Company has constituted an Internal Complaints Committee (ICC). During the Financial Year 2021-22, the ICC did not receive any complaint. The Company has filed necessary returns as required to be filed under the POSH Act.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34(2) of the SEBI Listing Regulations, the Management Discussion and Analysis for the year ended 31st March, 2022 is attached and forms an integral part of this report.

RISK MANAGEMENT

The Company is exposed to uncertainties, owing to the sectors in which it operates. These uncertainties create new business opportunities with inherent risks. The Company has been proactive in adopting new and effective tools to protect the interests of its stakeholders. The Company's Risk Management processes focus on ensuring that the risks are identified on a timely basis and reasonably addressed.

The Directors of your Company has formed a Risk Management Committee and also adopted a policy on the same which enables the Company to proactively manage uncertainties from changes in the internal and external environment and also capitalize on the opportunities. The Audit Committee has additional oversight in the area of financial risk and controls. The Risk management Policy of the Company is available on the website of the Company at http://www.simplexprojects.com/form_doc/1433929235.pdf.

ANNUAL RETURN:

As required under Section 92(3) of the Act, annual return in MGT 7 is available on the Company website at the link <https://www.simplexprojects.com>

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

A. CONSERVATION OF ENERGY:

i) The steps taken or impact on conservation of energy:

All efforts are made to conserve and optimize use of energy, continuous monitoring, and improvement in maintenance and distribution systems and through improved operational techniques. Energy conservation continues to receive priority attention at all levels.

Company is continuing with energy saving measures initiated earlier like strict control and monitoring of usage, good preventive maintenance of machines and equipments.

ii) The steps taken by the company for utilizing alternate sources of energy :

Nothing substantial to report.

Impact of the measures at (i) and (ii) for reduction of energy consumption and consequent impact on the cost of the production of goods:

Energy conservation measures continue to reduce the production cost.

iii) The capital investment on energy conservation equipment:

Continuous additional investments are made in phases to replace old machinery with newer more sophisticated and more fuel efficient ones. The replacement theory is applied in repairs and renewals.

iv) Total energy consumption and energy consumption as per unit of production as per prescribed Form A of the annexure in respect of industries specified in Schedule thereto:

Not applicable as the Company is not covered under the list of specified industries.

B. TECHNOLOGY ABSORPTION:

i) **Efforts, in brief, made towards technology absorption, adoption and innovation:**

Nothing substantial to report.

ii) **Benefit derived like product improvement, cost reduction, product development or import substitution:**

Nothing substantial to report.

iii) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

- a) Details of Technology imported : Nil
- b) Year of import : Not applicable
- c) Has the technology been fully absorbed : Not applicable
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable

iv) **Expenditure incurred on Research & Development :**

The Company is not having any Research and Development activity at present and thus no expenditure has been incurred on this.

C. FOREIGN EXCHANGE EARNINGS

(Rs. In Lakhs)

Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
On Contract Work (Gross Billing at Overseas Branch)	NIL	NIL

D. FOREIGN EXCHANGE OUTGO

(Rs. In Lakhs)

Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Travelling	NIL	NIL
Contract Expenses (Overseas Branch)	NIL	NIL

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Corporate Social Responsibility are not applicable to your Company.

LISTING WITH STOCK EXCHANGES:

The Equity Shares of the Company, pursuant to an order of the Delisting Committee of National Stock Exchange of India (NSE) dated 16.11.2021 have been compulsorily delisted from NSE in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957 consequent to the suspension of trading of the shares w.e.f 26.11.2018, for non-compliance of certain regulations of SEBI (LODR) Regulation, 2015. However, the company has filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court challenging the said order of the Exchanges and the matter is sub-judice before the Apex Court. Pending its adjudication, the company is unable to submit its Financial Results as per Reg. 33 and comply with other applicable regulations of SEBI (LODR) Regulation, 2015 within the stipulated time period.

Further in pursuance of the Notice dated 02.11.2018 of the Stock Exchanges, the entire promoter shareholding of the company has also been frozen prior to suspension of trading of the equity shares of the company, in terms of the provisions of SEBI circular no. CIR/CFD/CMD/12/2015 dated November 30, 2015 with respect to Standard Operating Procedure (SOP) for suspension and revocation of trading of shares of listed entities for non-compliance of certain regulations of SEBI (LODR) Regulation, 2015. As the issue is correlated with the delisting matter, the finality will depend on the outcome of the SLP.

CAUTIONARY STATEMENT

Statements in the Director's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations and/or forecasts may be forward-looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ACKNOWLEDGEMENTS

Your Directors like to express their sincere appreciation for the co-operation the Company has received from the Statutory Authorities, Banks, Other Financial Institutions, Stakeholders and Customers during the year under review. Your Directors also wish to thank and place on record their deep appreciation for the committed services by the Company's executives, employees and workers.

The Chairman of the Monitoring Agency (Erstwhile Resolution Professional) is signing these reports/documents on the basis of representation by the Key management Personnel of the Company regarding the authenticity or veracity of the information provided herein.

Place : Kolkata
Date : 27th December, 2024

For **Simplex Projects Limited**

Sutanu Sinha
Chairman of the Monitoring Agency

For **Simplex Projects Limited**

Sudarsshhan Das Mundhra
Director, Resolution Applicant &
Member, Monitoring Agency

ANNEXURE - I

Form AOC-I

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies
(Accounts) Rules, 2014)**

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part “A”

During the period under review, Simpark Infrastructure Private Limited ceased to be an Associate w.e.f. 30.03.2022.

Part “B”: Joint Ventures

1. Names of joint ventures which are yet to commence operations- **SPL_SIPL_JV**
2. Names of associates or joint ventures which have been liquidated or sold during the year- Nil

Place : Kolkata
Date : 27th December, 2024

For Simplex Projects Limited

Sutanu Sinha
Chairman of the Monitoring Agency

For Simplex Projects Limited

Sudarsshhan Das Mundhra
Director, Resolution Applicant &
Member, Monitoring Agency

Annexure – II

FORM NO. AOC - 2

Pursuant to Clause (h) of sub-section 134 of the Companies Act, 2013, and rule 8(2) of the Companies (Accounts) Rule, 2014-AOC-2]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis :

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2022, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2022 are as follows:

(Rs. In Lakhs)

Name of Related party	Nature of transaction	Description of relationship	Salient Terms	Duration	March 31, 2022
Kirti Vinimay Pvt. Ltd.	Loans and advance taken	Other related party	Non-interest bearing	One year subject to renewal	336.32
Jemtec Engineering Pvt. Ltd.	Loans and advance taken	Other related party	Interest bearing unsecured loan	One year subject to renewal	53.33
Balkrishan Das Mundhra	Loans and advances taken	Key Management Personnel	unsecured loan	One year subject to renewal	1485.79

Place : Kolkata
Date : 27th December, 2024

For **Simplex Projects Limited**

Sutanu Sinha
Chairman of the Monitoring Agency

For **Simplex Projects Limited**

Sudarsshhan Das Mundhra
Director, Resolution Applicant &
Member, Monitoring Agency

ANNEXURE – III

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

(Rs. In Lakhs)

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director/KMP for Financial Year 2021-2022	Percentage increase in Remuneration for the Financial Year 2021-2022	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1.	Mr. Balkrishan Das Mundhra* Chairman & Director	NIL	NIL	NIL
2.	Mr. Sudarshan Das Mundhra Managing Director & CFO	NIL	NIL	NIL
3.	Mr. Bhabya Nath Thakur Independent Director	NIL	NIL	NIL
4.	Mrs. Sagarika Ghosh Chakraborty* Independent Director	NIL	NIL	NIL
5.	Ms. Sohini Shukla* Company Secretary	4.39	NIL	1.02:1

In view of the Company's financial condition the independent directors waived their sitting fees for the financial year 2021-2022.

Remuneration for the Executive Directors and Key Managerial Personnel (KMP) in the table above is based on Cost To Company (CTC).

The Median Remuneration of Employees (MRE) of the Company is Rs. 36,000/- for the financial year 2021-2022.

The number of permanent employees on the rolls of the Company is 38 for the year ended March 31, 2022.

Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year was NIL.

The percentage increase in the salary of managerial staff was NIL. The increase in remuneration, if any, is determined based on the performance by the employees of the Company.

It is hereby affirmed that the remuneration paid during the year ended 31.03.2022 is as per the Remuneration Policy of the Company.

2. Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(A) Employed throughout the Financial Year under review and in receipt of remuneration for the financial year in aggregate of not less than Rupees One Crore and Two Lakh per annum. - NIL

(B) Employed for the part of the Financial Year under review and in receipt of remuneration at the rate of not less than Rupees Eight Lakhs and Fifty Thousand per month - NIL

For **Simplex Projects Limited**

Sutanu Sinha
Chairman of the Monitoring Agency

For **Simplex Projects Limited**

Sudarsshhan Das Mundhra
Director, Resolution Applicant &
Member, Monitoring Agency

Place : Kolkata
Date : 27th December, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

SIMPLEX
PROJECTS LIMITED



(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
**The Members of
Simplex Projects Limited
(Company under Corporate Insolvency Resolution Process)**
12/1, Nellie Sengupta Sarani
Kolkata-700087

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Simplex Projects Limited** (Company under Corporate Insolvency Resolution Process) having CIN : L45201WB1990PLC050101 and having registered office at 12/1, Nellie Sengupta Sarani, Kolkata-700087 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors, except as mentioned in the Notes hereunder, on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Balkrishan Das Mundhra	00013125	15/03/2006
2.	Sudarshan Das Mundhra	00013158	30/09/2005
3.	Bhabya Nath Thakur	05250206	24/08/2017
4.	Sagarika Ghosh Chakraborty	08719309	12/03/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also 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.

Note :

1. Director Identification Number (DIN) of Mr. Bhabya Nath Thakur (DIN: 05250206) is deactivated as per the DIN Status available on the site of Ministry of Corporate Affairs.
 2. Independent Director's Databank Registration Certificate of Ms. Sagarika Ghosh Chakraborty had expired on 10.03.2022 and the same has not been renewed.
 3. Mr. Bhabya Nath Thakur (DIN: 05250206) and Ms. Sagarika Ghosh Chakraborty (DIN: 08719309), Independent Directors of the Company have not cleared the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
 4. BSE and NSE have suspended trading in securities of the Company w.e.f. 26.11.2018.
 5. Delisting Committee of National Stock Exchange of India Limited ("NSE") vide its Order dated 16.09.2021 has directed that the equity shares of Simplex Projects Limited be compulsorily delisted from the Exchange in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957.
- On a similar note, and with reference to the aforesaid NSE Order, BSE Limited had also proceeded with compulsory delisting of securities of the Company from its records w.e.f. 25.03.2022. The status of the Company is not that of a listed Company as on date.
6. The Company was under Corporate Insolvency Resolution Process ("CIRP") pursuant to order dated 27th April, 2022 passed by Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata ("NCLT") pursuant to which the power of the Board of Directors of the Company had been suspended and such powers were vested with the Interim Resolution Professional / Resolution Professional who had since taken control of the management of the Company. Further, the NCLT vide its Order dated 6th August, 2024 has approved Resolution Plan submitted by Mr. Sudarsshhan Das Mundhra and the moratorium imposed by virtue of the order initiating CIRP ceased to be have effect from the date of this order. Subsequently, the suspension of the Board of Directors of the Company has been re-stored and RP has been discharged from his functions.

Place : Kolkata

Date : 27th December, 2024

Name : CS Asit Kumar Labh
Membership No. : ACS 32891
CP No. : 14664
UDIN : AO32891F003511366

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Simplex Projects Limited
12/1, Nellie Sengupta Sarani
Kolkata-700 087

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Simplex Projects Limited (Company under Corporate Insolvency Resolution Process) having its Registered Office at 12/1, Nellie Sengupta Sarani, Kolkata-700 087, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2022 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.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to me during the said audit and also based on the information furnished to me by the officers' and the agents of the Company during the said audit.

I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.

I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. I have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required, I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of compliance procedures on test basis.

My report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

I report that, I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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; and
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Acts:

1. Housing Board Act, 1965;
2. Transfer of Property Act, 1882; and
3. Building and Other Construction Workers' (Regulation of Employment and Condition of Services) Act, 1996

to the extent of their applicability to the Company during the financial year ended 31.03.2022 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to me by the Company and its management and to the best of my judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of my knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environments laws, etc.

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

1. Mr. Bhabya Nath Thakur (DIN: 05250206) and Ms. Sagarika 1. Mr. Bhabya Nath Thakur (DIN: 05250206) and Ms. Sagarika Ghosh Chakraborty (DIN: 08719309), Independent Directors of the Company have not cleared the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
2. Director Identification Number (DIN) of Mr. Bhabya Nath Thakur (DIN: 05250206) is deactivated as per the DIN Status available on the site of Ministry of Corporate Affairs.
3. Independent Director's Databank Registration Certificate of Ms. Sagarika Ghosh Chakraborty had expired on 10.03.2022 and the same has not been renewed.
4. There has been delay in holding AGM for F.Y. 2020-21 which was held on 30.10.2024. The Company has not taken any extension for conducting the AGM for FY 2020-2021 beyond the stipulated date.
5. There has been delay in approval of Cost Audit Report by the Board of Directors for the financial year 2020-21.
6. The Company has advances ageing more than 365 days and as represented by the management, these advances are as non-current / long term advances for capital projects.
7. The Company has provided advance in the nature of loans (interest free) to other Companies during the year under report.
8. Declaration from Managing Director of the Company regarding compliance with Code of Conduct as per SEBI (LODR) Regulations, 2015 was not taken in time.
9. Annual Secretarial Compliance under Reg. 24A of SEBI (LODR) Regulations, 2015, for the Financial Year ended 31.03.2021 was not submitted with the Stock Exchanges within the stipulated time.
10. There was delay in approval of Financial Results and submission of the same to the Stock Exchange for the following periods:
 - a. Audited Results for the quarter and financial year ended 31.03.2021 along with Impact of Audit Qualifications;
 - b. Unaudited Financial Results and Limited Review Reports for the quarter ended 30.06.2021, 30.09.2021 and 31.12.2021.
11. Various quarterly / half yearly / annual compliances including certain event-based compliances made by the Company with the stock exchanges are not at par with the requirements of the SEBI (LODR) Regulations, 2015. Either there have been non-submissions or there have been delays in submissions to the stock exchanges. Moreover, due to unavailability of acknowledgements / supporting evidences, certain compliances as confirmed by the Company's management could not be verified.
12. The Company had received Show Cause Notice for delisting of shares and also for pending penalties for various non-compliances and violations of SEBI (LODR) Regulations, 2015. However, no fines / penalties levied on the Company has been cleared off till date.
13. The Company's Website is not updated and maintained in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015.
14. The Company has not paid Listing Fees to Stock Exchanges for F.Y. 2021-22.
15. The Company's shares have been transferred to "Z" category w.e.f 25.09.2018 by BSE and NSE for continuous default with respect to approval of Financial Results for two consecutive quarters.
16. Promoters' shareholding has been frozen by BSE and NSE w.e.f. 02.11.2018.
17. BSE and NSE have suspended trading in securities of the Company w.e.f. 26.11.2018.
18. Delisting Committee of National Stock Exchange of India Limited ("NSE") vide its Order dated 16.09.2021 has directed that the equity shares of Simplex Projects Limited be compulsorily delisted from the Exchange in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957. On a similar note, and with reference to the aforesaid NSE Order, BSE Limited had also proceeded with compulsory delisting of securities of the Company from its records w.e.f. 25.03.2022. The status of the Company is not that of a listed Company as on date.
19. The Company has not complied with Regulations 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to maintenance of Structured Digital Database.
20. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, Internal Audit Report along

with the Action Taken Report from RTA for F.Y. 2020-21 was not placed before the Board.

21. Payment of statutory dues including Provident Fund, Employees State Insurance, Income Tax, TDS, GST and other material statutory dues have been deposited with the appropriate authorities with certain delays.
22. The Company has delayed in making repayment of dues to Banks and Financial Institutions and also defaulted in repayment of dues to certain Banks and some Bank Accounts have become NPA.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

I further report that :

- (a) 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, if any, during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast 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.
- (d) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that :

- a) The Company is in process of complying with the applicable provisions of the Secretarial Standards.
- b) The Company was under Corporate Insolvency Resolution Process ("CIRP") pursuant to order dated 27th April, 2022 passed by Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata ("NCLT") pursuant to which the power of the Board of Directors of the Company had been suspended and such powers were vested with the Interim Resolution Professional / Resolution Professional who had since taken control of the management of the Company. Further, the NCLT vide its Order dated 6th August, 2024 has approved Resolution Plan submitted by Mr. SudarsshhanDas Mundhra and the moratorium imposed by virtue of the order initiating CIRP ceased to be have effect from the date of this order. Subsequently, the suspension of the Board of Directors of the Company has been re-stored and RP has been discharged from his functions.

(Asit Kumar Labh)

Practicing Company Secretary

ACS – 32891 / C.P. No. – 14664

UDIN: A032891F003511355

Place : Kolkata

Date : 27th December, 2024



Most of the points raised by the Secretarial Auditor in his Audit Report are self-explanatory and hence the same calls for no further explanation of the Board of Directors. However, the points which call for further explanation are given below with an explanation of the Board of Directors on the same:

Sl.No.	Remark	Management 's Reply to the Secretarial Audit
1	Mr. Bhabya Nath Thakur (DIN: 05250206) and Ms. Sagarika Ghosh Chakraborty (DIN: 08719309), Independent Directors of the Company have not cleared the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014	Due to pandemic caused by COVID-19, the Independent Directors could not clear the online proficiency self-assessment test, subsequent to which the Company has been admitted to Corporate Insolvency Resolution Process ('CIRP') vide an Order pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench on 27th April 2022 in Company Application No. C.P.(IB) No.56/KB/2019 under Section 7 of the Insolvency and Bankruptcy Code, 2016 and the power of the erstwhile Board stands suspended.
2	Director Identification Number (DIN) of Mr. Bhabya Nath Thakur (DIN: 05250206) is deactivated as per the DIN Status available on the site of Ministry of Corporate Affairs.	The Company has been admitted to Corporate Insolvency Resolution Process ('CIRP') vide an Order pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench on 27th April 2022 in Company Application No. C.P.(IB) No.56/KB/2019 under Section 7 of the Insolvency and Bankruptcy Code, 2016 and the power of the erstwhile Board stands suspended.
3	Independent Director's Databank Registration Certificate of Ms. Sagarika Ghosh Chakraborty had expired on 10.03.2022 and the same has not been renewed	The Independent Director's Databank Registration Certificate expired on 10.03.2022, subsequent to which the Company has been admitted to Corporate Insolvency Resolution Process ('CIRP') vide an Order pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench on 27th April 2022 in Company Application No. C.P.(IB) No.56/KB/2019 under Section 7 of the Insolvency and Bankruptcy Code, 2016 and the power of the erstwhile Board stands suspended.
4	There has been delay in holding AGM for F.Y. 2020-21 which was held on 30.10.2024. The Company has not taken any extension for conducting the AGM for FY 2020-2021 beyond the stipulated date.	The Hon'ble National Company Law Tribunal vide Order dated 19.06.2024 pursuant to an application bearing No. IA(I.B.C.)/124(KB)/2023 filed by the erstwhile Resolution Professional had allowed holding of the Annual General Meeting beyond the statutory period.
5	There has been delay in approval of Cost Audit Report by the Board of Directors for the financial year 2020-21.	Due to pandemic caused by COVID-19 and on account of lockdown imposed, there was some delay. The same has since been ratified and condoned.

SI.No.	Remark	Management 's Reply to the Secretarial Audit
6	The Company has advances ageing more than 365 days and as represented by the management, these advances are as non-current / long term advances for capital projects.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
7	The Company has provided advance in the nature of loans (interest free) to other Companies during the year under report.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on advances pursuant to the nature of business in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
8	Declaration from Managing Director of the Company regarding compliance with Code of Conduct as per SEBI (LODR) Regulations, 2015 was not taken in time.	Due to pandemic caused by COVID-19 and on account of lockdown imposed, there was some delay. The same has since been ratified and condoned
9	Annual Secretarial Compliance under Reg. 24A of SEBI (LODR) Regulations, 2015, for the Financial Year ended 31.03.2021 was not submitted with the Stock Exchanges within the stipulated time.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
10	<p>There was delay in approval of Financial Results and submission of the same to the Stock Exchange for the following periods:</p> <p>a. Audited Results for the quarter and financial year ended 31.03.2021 along with Impact of Audit Qualifications;</p> <p>b. Unaudited Financial Results and Limited Review Reports for the quarter ended 30.06.2021, 30.09.2021 and 31.12.2021.</p>	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
11	Various quarterly / half yearly / annual compliances including certain event-based compliances made by the Company with the stock exchanges are not at par with the requirements of the SEBI (LODR) Regulations, 2015. Either there have been non-submissions or there have been delays in submissions to the stock exchanges. Moreover, due to unavailability of acknowledgements / supporting evidences, certain compliances as confirmed by the Company's management could not be verified.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
12	The Company had received Show Cause Notice for delisting of shares and also for pending penalties for various non-compliances and violations of SEBI (LODR) Regulations, 2015. However, no fines / penalties levied on the Company has been cleared off till date.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.

SI.No.	Remarks	Management 's Reply to the Secretarial Audit
13	The Company's Website is not updated and maintained in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
14	The Company has not paid Listing Fees to Stock Exchanges for F.Y. 2021-22.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
15	The Company's shares have been transferred to "Z" category w.e.f 25.09.2018 by BSE and NSE for continuous default with respect to approval of Financial Results for two consecutive quarters.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
16	Promoters' shareholding has been frozen by BSE and NSE w.e.f. 02.11.2018	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
17	BSE and NSE have suspended trading in securities of the Company w.e.f. 26.11.2018.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.
18	Delisting Committee of National Stock Exchange of India Limited ("NSE") vide its Order dated 16.09.2021 has directed that the equity shares of Simplex Projects Limited be compulsorily delisted from the Exchange in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957. On a similar note, and with reference to the aforesaid NSE Order, BSE Limited had also proceeded with compulsory delisting of securities of the Company from its records w.e.f. 25.03.2022. The status of the Company is not that of a listed Company as on date.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Listing with Stock Exchanges in the foregoing paragraphs which are self-explanatory and therefore do not require any further comments.

SI.No.	Remarks	Management 's Reply to the Secretarial Audit
19	The Company has not complied with Regulations 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to maintenance of Structured Digital Database.	Due to pandemic caused by COVID-19 and on account of lockdown imposed, there was some delay. The same is being updated
20	Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, Internal Audit Report along with the Action Taken Report from RTA for F.Y. 2020-21 was not placed before the Board.	Due to pandemic caused by COVID-19 and on account of lockdown imposed, there was some delay. The same is being updated
21	Payment of statutory dues including Provident Fund, Employees State Insurance, Income Tax, TDS, GST and other material statutory dues have been deposited with the appropriate authorities with certain delays.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Corporate Insolvency Resolution Process in the foregoing paragraphs which are self- explanatory and therefore do not require any further comments.
22	The Company has delayed in making repayment of dues to Banks and Financial Institutions and also defaulted in repayment of dues to certain Banks and some Bank Accounts have become NPA.	As regards to observations expressed by the Auditors in their Report, attention is hereby drawn to the Board's Comment on Corporate Insolvency Resolution Process in the foregoing paragraphs which are self- explanatory and therefore do not require any further comments.

Your Company's Report containing the details of the Company's policies on Corporate Governance and due compliance report on specific areas wherever applicable in compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), as amended, for the year ended 31st March 2022 are given hereunder.

Matter relating to Delisting of Equity Shares with Stock Exchanges

The Equity Shares of the Company, pursuant to an order of the Delisting Committee of National Stock Exchange of India (NSE) dated 16.11.2021 have been compulsorily delisted from NSE in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957 consequent to the suspension of trading of the shares w.e.f 26.11.2018, for non-compliance of certain regulations of SEBI (LODR) Regulation, 2015. However, the company has filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court challenging the said order of the Exchanges and the matter is sub-judice before the Apex Court. Pending its adjudication, the company is unable to submit its Financial Results as per Reg. 33 and comply with other applicable regulations of SEBI (LODR) Regulation, 2015 within the stipulated time period.

Further in pursuance of the Notice dated 02.11.2018 of the Stock Exchanges, the entire promoter shareholding of the company has also been frozen prior to suspension of trading of the equity shares of the company, in terms of the provisions of SEBI circular no. CIR/CFD/CMD/12/2015 dated November 30, 2015 with respect to Standard Operating Procedure (SOP) for suspension and revocation of trading of shares of listed entities for non-compliance of certain regulations of SEBI (LODR) Regulation, 2015. As the issue is correlated with the delisting matter, the finality will depend on the outcome of the SLP.

The applicability of Listing Regulations and compliances thereof as on date reported hereinbelow are, therefore, subject to relisting of the Company's Equity Shares on Stock Exchanges based on the outcome of decision of Apex Court, SEBI and the Exchanges.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes in the philosophy of Corporate Governance that oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company strives to comply with Corporate Governance practices as enumerated in Listing Regulations. We are committed to sustainable and long-term growth of shareholders wealth, without compromising on the ethical and moral principles, generally expected from a corporate organization.

The company considers its inherent responsibility to disclose timely and accurate information regarding its financial performance as well as the leadership and governance of the Company. The Company has adopted revised Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices. All the Directors, Key Management Persons, Employees and Connected Persons who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declarations of results and at the occurrence of any material events as per the code.

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2022.

2. BOARD OF DIRECTORS

a) Composition of the Board of Directors

In order to maintain Board Independency, the Company has adopted a Policy to have an appropriate mix of Executive, Non-Executive & Independent Directors on the Board. As on 31st March, 2022, the Board of Directors consists of 4 Directors who belong to different fields - a Non-Executive and Non-Independent Director who is also the Chairman of the Company, an Executive Managing Director, who is also the CFO of the Company and two Non-Executive Independent Directors. The composition of the Board was in conformity with Listing Regulations. The day-to-day management of the Company was carried on by Two Non-Independent Directors of the Company.

The Composition and Category of Directors, attendance of Directors at Board Meetings and Annual General Meeting, number of other Board of Directors or Committees in which a Director is a member or chairperson is shown in following table:-

Name of the Directors	Category	No. of other Directorship held in other public Companies	*No. of committees Membership of other public companies	*No. of committees Membership of other public companies	Committee positions held in the Company		No. of Equity Shares held	Relationship with other Director
					Chairman	Member		
Mr. Balkrishan Das Mundhra (DIN:00013125)	Promoter/Non-Executive/ Chairman	Nil	Nil	Nil	0	0	425473 (3.38%)	Father of Mr. Sudarsshhan Das Mundhra
Mr. Sudarsshhan Das Mundhra (DIN:00013158)	Promoter/ Executive/ Managing Director	Nil	Nil	Nil	0	0	85857 (0.68%)	Son of Mr. Balkrishan Das Mundhra
Mr. Bhabya Nath Thakur (DIN:05250206)	Non-Executive Independent Director	Nil	Nil	Nil	0	0	NIL	None
Mrs. Sagarika Ghosh Chakraborty (DIN: 08719309)	Non-Executive Independent Director	Nil	Nil	Nil	0	0	NIL	None

Notes: -

- (i) Directorship excludes Private Limited Companies, Foreign Companies and Section 8 Companies.
- (ii) Chairmanships/Memberships only include Audit Committee and Stakeholders' Relationship Committee.
- (iii) Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
- (iv) None of the Directors of the Company are on the Boards of more than Ten Public Companies /overall Twenty Companies (including Private Limited Companies but excluding Companies incorporated outside India and Companies incorporated under Section 8 of the Companies Act, 2013). Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director.

b) Directorship in other listed entities:

Except in Simplex Projects Limited, none of the Directors on the Board holds directorship in any other listed entity.

c) No. of Board Meetings held and dates on which held:

Nine (9) Board Meetings were held during the financial year 2021-2022 on 06/04/2021, 12/04/2021, 07/06/2021, 05/07/2021, 12/08/2021, 24/11/2021, 23/12/2021, 08/02/2022 and 16/03/2022 and the gap between any two Board Meetings did not exceed 120 days.

d) Attendance of each Director at the Board Meetings and the last Annual General Meeting:

The attendance of each Director at Board Meetings during the financial year 2021-2022 and the last Annual General Meeting (AGM) is as under:

Name of the Directors	No. of Board Meetings during the financial year / tenure of the Director		Attendance at last year's AGM
	Held	Attended	
Mr. Balkrishan Das Mundhra (DIN:00013125)	9	9	Yes
Mr. Sudarsshhan Das Mundhra (DIN:00013158)	9	9	Yes
Mr. Bhabya Nath Thakur (DIN:05250206)	9	9	No
Mrs. Sagarika Ghosh Chakraborty (DIN: 08719309)	9	9	Yes

e) **Confirmation of Independence by Independent Director:**

All the Independent Directors have confirmed to the Board that they meet the criteria as mentioned under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 149 (6) of the Companies Act, 2013.

f) **Familiarization programme for Independent Director:**

The Company conducts Familiarization programme for the Board Members and particularly for Independent Directors to enable them to be familiarized with the company, its management and its operations to gain a clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. Details of the familiarization programmes are disclosed at the Company's website at <https://www.simplexprojects.com>

g) **Separate meeting of Independent Director:**

During the year a meeting of the Independent Directors was held on 30th March, 2022. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole. The meeting was attended by all independent directors.

However, Mr. Bhabya Nath Thakur, Independent Director has done performance evaluation of non-independent directors, The Chairman of the Company and the Board as a whole for the financial year 2021-2022. He expressed satisfaction with the

quality, quantity and timeliness of flow of information between the Company's management and the Board.

h) **Code of Conduct:**

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. All Directors and designated personnel in the senior management affirmed compliance with the Code for the year under review. The Code of Conduct is posted on the Company's website at https://www.simplexprojects.com/form_doc/1427885642.pdf. The declaration to this effect, signed by Mr. Sudarsshhan Das Mundhra, Managing Director is annexed to this report.

i) **Skills/expertise/competencies:**

The Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the Company which are currently available with the Board.

Leadership & Strategic Planning, Risk Management, Legal & Regulatory Compliances, Corporate Governance, Proficiency in Finance, Accounting, Administration, Cost Control, Project Planning and Management and relevant industry experience.

In terms of SEBI (LODR), the Company identified the list of core skills/expertise/competencies as is required in the context of the Company's business(es) and sector(s) for it to function effectively and those which are actually available with the Board. The specific areas of skills/expertise/competencies of individual Board members are given hereunder:

Name of Directors	Identified Skill / Knowledge set for Directors					
	Leadership Traits	Operations Management	Expertise in Engineering and Construction, Infrastructure, Industrial Projects	Strategic Thinking, Planning and Management	Industry Related Experience	General Management
Mr. Balkrishan Das Mundhra	✓	✓	✓	✓	✓	✓
Mr. Sudarsshhan Das Mundhra	✓	✓	✓	✓	✓	✓
Mr. Bhabya Nath Thakur	x	✓	✓	x	✓	✓
Mrs. Sagarika Ghosh Chakraborty	x	✓	x	x	✓	✓

j) Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, Key Managerial Personnel, Employees and Connected Persons who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Ms. Sohini Shukla, Company Secretary of the Company as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities.

3. AUDIT COMMITTEE

The Audit Committee acts as a link between the Statutory Auditors, the Internal Auditors and the Board of Directors.

a) Terms of reference of the Audit Committee

The Audit Committee shall act in accordance with the terms of reference specified under Section 177 of the Companies Act, 2013 (as amended) and as per the provisions of Regulation 18 read with Schedule-II, Part-C of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) which shall inter alia include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- Recommendation for appointment, remuneration and terms of appointment of the Statutory and the Internal Auditors of the company;
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
- Reviewing, with the Management, the annual financial statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:-
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinions in the draft Audit Report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;

- Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 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;
- Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment

of declared dividends) and creditors; To review the functioning of the Whistle Blower mechanism;

- Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

b) Composition, names of members, Chairman and Attendance of the Audit Committee

As on 31st March, 2022, the Audit Committee comprised of Three Non-Executive Directors out of which two are Independent Directors. The Chairman of the Committee is an Independent Director. Mrs. Sagarika Ghosh Chakraborty is the Chairperson of the Committee and Mr. Balkrishan Das Mundhra and Mr. Bhabya Nath Thakur are the other two members of the committee. The members of the Committee are financially literate and have accounting and financial management expertise.

In view of resignations of Independent Directors of the Company during the previous year and recent year the composition of the Committee has been affected.

The meetings are usually held at the Registered Office of the Company in Kolkata and are also attended by senior Company Executives and Statutory Auditors. The quorum for the Audit Committee Meetings is Two Members. The Company Secretary acts as Secretary to the Committee.

During the FY 2021-2022, Five meetings of the Audit committee were held on 06/04/2021, 05/07/2021, 27/10/2021, 23/12/2021 and 16/03/2022. The maximum time gap between the two consecutive meetings was less than 120 days.

The Composition of the Audit Committee with names of members, Chairman and the details of Meetings attended during the Year 2021-2022 are as follows:

Sl. No.	Name of the Directors	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
1	Mrs. Sagarika Ghosh Chakraborty (DIN: 08719309)	Chairperson	Non- Executive Independent Director	5	5
2	Mr. Bhabya Nath Thakur (DIN:05250206)	Member	Non- Executive Independent Director	5	5
3	Mr. Balkrishan Das Mundhra (DIN:00013125)	Member	Non- Executive Director	5	5

4. NOMINATION & REMUNERATION COMMITTEE

The Company has in place its Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a) Terms of reference of the Nomination and Remuneration Committee

The Nomination & Remuneration Committee shall act in accordance with the terms of reference specified under Section 178 of the Companies Act, 2013 (as amended) and as per the provisions of Regulation 19 read with Schedule-II, Part-D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) which shall inter- alia includes the following:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors and various Committees of the Board.
- Devising policy on diversity of Board of Directors.
- Identifying persons who are qualified to

become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Perform such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

a) Composition, names of members, Chairman and Attendance of the Nomination and Remuneration Committee

As on 31st March, 2022, the Nomination and Remuneration Committee comprised of Three Non-Executive Directors Mrs Sagarika Ghosh Chakraborty Chairperson of the Committee, Mr. Balkrishan Das Mundhra and Mr. Bhabya Nath Thakur Members of the Committee. The Chairperson of the Committee is an Independent Director .

During the FY 2021-2022, one meeting of the Nomination and Remuneration committee were held on 12/08/2021.

The Composition of the Nomination and Remuneration Committee with names of members, Chairperson and the details of Meetings attended during the Year 2021-2022 are as follows:

Sl. No.	Name of the Directors	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
1	Mrs. Sagarika Ghosh Chakraborty (DIN: 08719309)	Chairperson	Non- Executive Independent Director	1	1
2	Mr. Bhabya Nath Thakur (DIN:05250206)	Member	Non- Executive Independent Director	1	1
3	Mr. Balkrishan Das Mundhra (DIN:00013125)	Member	Non- Executive Director	1	1

b) Performance Evaluation

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (as amended) and the Guidance Note issued by SEBI in this regard, the annual performance evaluation of the Directors including Chairman, Board and its Committees viz., the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee has been carried out with an objective to improve the effectiveness of the Board and its Committees.

A structured questionnaire covering various aspects such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared based on the Guidance note Issued by SEBI dated 05.01.2017.

The Performance evaluation of Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Some of the specific issues and questions that are considered in the performance evaluation of an Independent Director are set out below:-

- Attendance and participation in the board and committee meetings and timely inputs on the minutes of the meetings, including Resolutions passed by Circulation.
- Adherence to the ethical standards & code of conduct of the Company and disclosure of non-independence, as and when it arises and disclosure of interest.
- Effective deployment of knowledge and constructive contribution to the issues being discussed at meetings.

- Effective management of interpersonal relationship with other directors, management and various stakeholders.
- Maintenance of integrity and confidentiality of the matters discussed at the meetings.
- Understanding the internal and external environment in which the Company operates and contribution to strategic decision making.
- Understanding the internal and external environment in which the Company operates and contribution to strategic decision making.
- Safeguarding the interest of whistle-blowers under the Vigil Mechanism.

5. REMUNERATION OF DIRECTORS

a) Nomination and Remuneration Policy

In terms of Section 178 of the Companies Act' 2013 and pursuant to Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has been constituted to determine and review remuneration payable to Directors, Key Managerial Personnel, and other Employees of the Company, based on their performance and vis-à-vis with the performance of the Company on defined assessment parameters and recommends to the Board, the remuneration terms to the Executive Directors within the prescribed limits as approved by the shareholders in the general meeting and as per applicable provisions of the Companies Act, 2013. Further, the Company has formulated Nomination and Remuneration Policy that provides for criteria and qualifications for appointment of Directors, Key Managerial

Personnel and Senior Management Personnel, remuneration payable to them, Board diversity etc. Nomination & Remuneration Policy has been uploaded on the website of the Company at https://www.simplexprojects.com/form_doc/1434544192.pdf.

b) Pecuniary relationship or transactions of Non-Executive Directors:

During the year under review, there was no pecuniary relationship or transactions between the Company and its Non-Executive Directors

apart from the entitlement for sitting fees for attending the Board and Committee meetings of the Company.

c) Remuneration/Sitting fees paid to Non-Executive Directors:

The Non-executive Directors of the Company are entitled for a remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees which are within the limits laid down by the Companies Act, 2013 read with Rules made there under.

Details of the sitting fees paid to the Non-Executive Directors during the year 2021-2022 are as under:

SI. No.	Name of the Directors	Sitting Fees (Rs.)
1	Mr. Bhabya Nath Thakur	NIL
2	Mrs. Sagarika Ghosh Chakraborty*	NIL

* In view of the Company's financially condition the independent directors waived their sitting fees for the financial year 2021-2022

Notes: -

- (i) Non-Executive Directors were entitled for sitting fees of Rs. 1501/- for attending every Board and Committee Meeting.
- (ii) The annual remuneration payable to any single non-executive director does not exceed fifty per cent of the total annual remuneration paid to all non-executive directors.
- (iii) The Company has not granted any Employee Stock Option to its Non-Executive Directors.

d) Remuneration paid to Executive Directors:

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Executive Directors. While determining the remuneration of the Executive Directors and the Key Managerial Personnel, the Board, on the recommendation of the Nomination & Remuneration Committee, considers the following factors:

- i. Existing remuneration drawn by the candidate

- ii. Industry standards, if the data in this regard is available
- iii. The nature and extent of job description
- iv. Qualifications and experience level of the candidate

The remuneration paid to Executive Directors of the Company is in compliance with Provisions stipulated in Companies Act, 2013 and rules made thereunder.

Details of the remuneration paid to Executive Directors during the year 2021-2022 are as under:

(In Lakhs)

S. No.	Name of the Directors	Salary	Medical	Other Perquisites	Total
1	Mr. Sudarsshhan Das Mundhra (Managing Director & CFO)	NIL	NIL	NIL	NIL

Notes: -

- (i) The Company has not granted any Employee Stock Option to its Executive Directors.
- (ii) The appointment of Managing Director is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. The terms of employment of Mr. Sudarsshhan Das Mundhra, Managing Director, stipulate a severance notice of two months on either side.
- (iii) The annual remuneration paid to any promoter executive director does not exceed Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in accordance with Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a) Terms of reference of the Stakeholders' Relationship Committee

The terms of reference of the Stakeholders Relationship Committee is made in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of the committee is to consider, monitor and resolve the grievances of shareholders, debenture holders and other security holders of the Company including complaints related to transfers/transposition/transmission of shares, non-receipt of annual report and non-receipt of declared dividends. The Committee also looks

into issues including status of dematerialization/rematerialization of shares and issue of duplicate share certificates and tracks investor complaints and suggests measures for improvement from time to time.

The Company Secretary places before the Board the status of various complaints received by the Committee at every Board meeting.

b) Composition, names of members, Chairman and Attendance of the Stakeholders' Relationship Committee

As on 31st March, 2022, the Stakeholders' Relationship Committee comprised of three members of Non-Executive Directors.

During the FY 2021-2022, the Stakeholders' Relationship committee meeting were held on 16/03/2022.

The Composition of the Stakeholders' Relationship Committee with names of members, Chairman and the details of Meetings attended during the Year 2021-2022 are as follows:

Sl. No.	Name of the Directors	Designation	Category	No. of Meetings held during the tenure	No. of Meetings attended
1	Mrs. Sagarika Ghosh Chakraborty (DIN: 08719309)	Chairperson	Non- Executive Independent Director	1	1
2	Mr. Bhabya Nath Thakur (DIN:05250206)	Member	Non- Executive Independent Director	1	1
3	Mr. Balkrishan Das Mundhra (DIN:00013125)	Member	Non- Executive Director	1	1

c) Name and designation of Compliance Officer

Ms. Sohini Shukla, Company Secretary
Address:12/1, Nellie Sengupta Sarani, Kolkata-700087
Phone:033-2252-4251
Email id: secretarial@simplexprojects.com

b) Complaints from Investors

During the year under review, the Company had received Nil complaints from the investors and there were no investor complaints pending as on 31st March 2022.

7. RISK MANAGEMENT COMMITTEE

In accordance with the provisions of Regulation 21 of the Listing Regulations provides that the requirement to constitute Risk Management Committee shall be applicable to top 500 listed entities determined on the basis of market capitalisation as at the end of immediate previous financial year. Under the Listing Regulation the Company needs not to constitute a Risk Management Committee however Board has constituted it to oversee tangible threats to the overall growth prospects of company.

The committee analysis the prospective opportunities and threats to the Company and forwards it's reports to the Board of Directors to take proactive actions. The Policy of the Company on risk management is provided at http://www.simplexprojects.com/form_doc/1433929235.pdf

8. GENERAL BODY MEETINGS

a) Location, Date and time for the last three Annual General Meetings (AGMs):

Financial Year	Date of AGM	Time	Venue
2020-21	30.10.2024	11.30 AM	Through video conferencing mode at Registered office (deemed venue) at 12/1,Nellie Sengupta Sarani, Kolkata-700087
2019-20	18.09.2021	2.00 PM	Through video conferencing mode at Registered office (deemed venue) at 12/1,Nellie Sengupta Sarani, Kolkata-700087
2018-19	18.12.2020	3.30 PM	Through video conferencing mode at Registered office (deemed venue) at 12/1,Nellie Sengupta Sarani, Kolkata-700087

b) Special Resolutions passed at last three Annual General Meetings (AGMs):

Financial Year	Special Resolutions passed
2019-20	1. Approval for re-appointment of Mr. Sudarsshhan Das Mundhra (DIN:00013158) as Managing Director for a period of 1 years from October 1, 2021 to September 30, 2022.
2018-19	1. Approval for re-appointment of Mr. Sudarsshhan Das Mundhra (DIN:00013158) as Managing Director for a period of 1 years from October 1, 2020 to September 30, 2021.

c) Passing of Resolution by Postal Ballot:-

During the year, no resolution was passed through postal ballot under the provisions of the Companies Act, 2013.

Further there is no item on the agenda that needs approval by Postal Ballot at the forthcoming Annual General Meeting No resolution is proposed to be passed through postal ballot.

9. MEANS OF COMMUNICATION

a) **Financial Results:** - During the year under review, the Company has communicated the quarterly financial results to the Stock Exchanges immediately after its approval by the Board. Quarterly Financial Results are published in leading newspapers of India which include one English daily newspaper (Financial Express) and one regional language newspaper (Arthik lipi) within 48 hours of declaration thereof. The Company has also submitted its financial results to the Stock Exchanges on which the securities of the Company were listed i.e. National Stock Exchange of India Limited and BSE Limited. The Company's results are also displayed on the Company's website at www.simplexprojects.com.

b) **Annual Report:** - The main channel of communication to the shareholders is through the annual report which inter alia includes the Directors' Report, Auditors' Report, Audited Annual Accounts, 'Management Discussion and Analysis Report, the Secretarial Audit Report, Special Initiatives and Shareholders Information. The Annual Report of previous years is also available on Company's website.

- c) **Website:-** The Company's website www.simplexprojects.com contains comprehensive information about the Company. There is separate section for investors wherein annual reports, quarterly/half yearly financial results, notices, shareholding patterns, policies among others are available for reference or download.
- d) **News Release and presentation:-** The press releases and official news, as applicable, are sent to the stock exchanges and also displayed on the website of the Company.
- e) **Presentations made to institutional investors or to the analysts:** All price sensitive information is promptly intimated to the stock exchanges before releasing to the media, other stakeholders and uploading on Company's website.

10. GENERAL SHAREHOLDERS' INFORMATION

(a) Day, date and time of 31st Annual General Meeting:-

32nd Annual General Meeting of Members of the Company is scheduled to be held on Tuesday, 28th January, 2025 at 11.30 A.M through video conferencing or Other Audio Visual Means only as per the General Circulars dated April 8, and April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 9/2024 dated September 19, 2024.

(b) Financial year:- 1st April to 31st March 2022

(c) Financial calendar (Tentative) for the Financial Year 2022-23:

- [i] 1st Quarterly results On or before August 14, 2022
- [ii] 2nd Quarterly results On or before November 14, 2022
- [iii] 3rd Quarterly results On or before February 14, 2023
- [iv] 4th Quarterly results On or before May 30, 2023

(d) Book Closure Date:-

22nd January, 2025 to 28th January, 2025 (both days inclusive).

(e) Dividend Payment Date:-

No Dividend is recommended for F.Y. 2021-2022.

(f) Listing on Stock Exchange *:-

During the year under review, the Equity shares of the Company were listed on the following Stock Exchanges:

Name of Stock Exchanges	Address
BSE Limited (BSE)	P. J. Towers, Dalal Street, Mumbai – 400 001
National Stock Exchange of India Limited (NSE)	Exchange Plaza, 5th Floor, Plot no. C / 1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051.
ISIN Number	INE 898F01018

Please refer to detailed note on the matter of Delisting of Equity Shares of the Company at the beginning of this report. The Listing fees to the Stock Exchanges for the financial year 2021-2022 remained unpaid by the Company.

(g) Stock code Equity shares:-

Stock codes BSE Limited (BSE): 532877*, National Stock Exchange of India Limited (NSE): SIMPLEX EQ*

* Please refer to detailed note on the matter of Delisting of Equity Shares of the Company at the beginning of this report.

(h) Registrar & Share Transfer Agents:

M/s Cameo Corporate Services Limited,

“Subramanian Building”

1, Club House Road, Chennai – 600002

Tel: +91-44 – 2846 0390/ 2252 0464

Fax: +91-44 – 2846 0129

(i) **Share Transfer System:**

The Share transfer is processed by the Registrar & Share Transfer Agents. SEBI vide its Circular dated June 8, 2018 effective from April 01, 2019, mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. However this does not prohibit the investor from holding the shares in physical form and investor has the option of holding shares in physical form even after April 01, 2019. The Company has appointed M/s. Cameo Corporate Services Limited as common Registrar and Transfer Agents for dealing with all the activities connected with both physical and demat segments pertaining to the Securities of the Company.

(j) **Distribution of Shareholding as on 31st March, 2022:**

Category (Amount)	No. of Shareholders	Percentage (%) to total	Total No. of Shares	Percentage (%) to total
1 - 5000	6139	85.3468	557162	4.4217
5001 - 10000	460	6.3951	387457	3.0749
10001 - 20000	307	4.268	486668	3.8623
20001 - 30000	87	1.2095	224675	1.783
30001 - 40000	48	0.6673	171089	1.3578
40001 - 50000	31	0.4309	149184	1.1839
50001 - 100000	61	0.848	455995	3.6188
100001 - And Above	60	0.8341	10168148	80.6971
Total :	7193	100	12600378	100

(k) **Shareholding pattern as on 31st March, 2022:**

Category	No. of Shareholders	Total No. of Shares	Percentage (%) to total
Promoters Shareholdings:			
Directors & their relatives	4	764187	6.06
Bodies Corporate	6	6324604	50.19
Public Shareholdings:			
Institutions			
Any Other			
Central Government/ State Government(s)/President of India	1	240	
Non-Institutions			
Bodies Corporate	61	1342393	10.65
Individuals	6511	3844577	30.51
HUF	321	254967	2.02
NRIs	67	69410	0.55
Total	6971	12600378	100

(l) **Dematerialization of Shares & Liquidity:**

The Company has established connectivity with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the Registrar, Cameo Corporate Services Ltd. As on 31st March 2022, 99.99% of the paid-up share capital of the Company was held in dematerialized form.

(m) **Shares held in Physical and Dematerialized Form as on 31st March 2022:-**

Category	No. of Shareholders	No. of Shares	Percentage (%)
PHYSICAL	14	135	0.00
NSDL	4286	9298676	73.7
CDSL	2893	3301567	26.2
TOTAL	7193	12600378	100

(j) **Outstanding GDRs / ADRs / Warrants / any other convertible instruments:**

The Company does not have any outstanding instruments of the captioned type.

(k) **Pledge of Equity Shares:**

The promoter of the Company have pledged 2124839 (16.86%) equity shares of the Company held by them as on 31st March, 2022. The aggregate shareholding of the Promoters and persons belonging to Promoters and Promoters Group as on 31st March, 2022 comprised of 7088791 Equity Shares representing 56.25% of the Paid up Equity Share Capital of the Company.

(l) **Plant Locations:**

The Company has various work sites spread throughout the country and the operations are controlled by the Head Office and has its Branch office at New Delhi.

(m) **Address for correspondence:** Simplex Projects Limited
12/1, Nellie Sengupta Sarani,
Kolkata 700 087.
Tel: + 91-33-2252 4125

11. DISCLOSURES

a) **Materially Significant Related Party Transactions**

There has been no materially related party transactions with the Company's Promoters, Directors, the management, their subsidiary or relatives which may have potential conflict with the interests of the Company. The details of the transactions with the related parties are given in notes to the Financial Statements. The Company has formulated Policy on Related Party Transactions which is available on the website of the Company at http://www.simplexprojects.com/form_doc/1416907473.pdf

b) **Accounting treatment in preparation of financial statements**

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with relevant rules thereunder.

c) **Total Fees paid to the statutory auditors for all services received by the Company and its subsidiaries, on a consolidated basis**

The details of payment made to them on consolidated basis are available under Notes to the Financial Statement.

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

The disclosure regarding the complaints of sexual harassment are given in the Board's Report.

There was no such instance during the financial year 2021-2022 when the board had not accepted any recommendation of any Committee of the Board.

e) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

Not Applicable.

f) **Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

* Please refer to detailed note on the matter of Delisting of Equity Shares of the Company at the beginning of this report . The stock exchanges have imposed certain fines for non-compliances, which are given herein below, which are also under challenge.

F.Y	Authority	Particulars	Fine Amount (Rs.)
2018-19	BSE	For late submission of financial results.	16,30,000
	NSE	For late submission of financial results.	8,05,000
2017-18	BSE	For late submission of financial results.	11,73,000
	NSE	For late submission of financial results.	13,82,002
2016-17	BSE	For late submission of financial results.	2,82,900
	NSE	For late submission of financial results.	2,06,004

g) Vigil Mechanism / Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a Whistle Blower Policy/Vigil Mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups Whistle Blower policy/Vigil Mechanism, has been made available on the website of the Company at http://www.simplexprojects.com/form_doc/1402298207.pdf.

None of the personnel of the Company has been denied access to Chairman of Audit Committee.

h) Risk Management

The Company has put in place Risk Management Policy and Procedures for assessing, timely responding and mitigation these risks on continuous basis. The Policy seeks to address the risks involved in the major areas i.e. Pre-bidding/Tendering Risk, Post award or execution Risks. Contractual Risks, Financial/Statutory Compliances Risks with a view to avoid/mitigate adverse impact if any. During the year the Board has reviewed the risk assessment and minimization procedure adopted by the Company.

i) Material Subsidiary Policy

The Company's policy for determining 'material' subsidiaries has been disclosed on the website of the Company at http://www.simplexprojects.com/form_doc/1428732078.pdf.

j) Certificate from Company Secretary in Practice certifying the eligibility of the Directors

Certificate from Mr. Asit Kumar Labh, Practising Company Secretary (ACS-32891/ CP-14664), certifying that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by The Securities and Exchange Board of India, Ministry of Corporate Affairs and/ or any such statutory authority, is enclosed as Annexure to this Report on Corporate Governance.

k) As per disclosures received from Senior Management Personnel, they have not entered into any material, financial or commercial transactions which may have a potential conflict with interests of the Company at large.

l) The Board of Directors has confirmed that in their opinion the Independent Directors fulfill the conditions specified in SEBI (LODR) and are independent of the Management.

m) A certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as Director of any Company by the Securities and Exchange Board of India / Ministry of

Corporate Affairs or any such statutory authority has been obtained from a Company Secretary in Practice which forms part of this Report.

n) Disclosure regarding commodity price risk or foreign exchange risk and hedging activities to be provided.

o) **Adoption of Discretionary requirements**

The Internal Auditor of the Company is appointed on the recommendation of the Audit Committee and is given the opportunity to report directly to the Committee.

The Company prepares half-yearly Financial Statements for six months ended September 30, every year. The same is forwarded to the Stock Exchange(s), published in newspapers and also displayed on the Company's website. Accordingly, it does not envisage sending the same separately.

This Annual Report has a detailed section on Management Discussion and Analysis.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Sudarsshhan Das Mundhra, Managing Director & CFO (Suspended Board), of Simplex Projects Limited, do hereby declare that all the Board Members and Senior Management Personnel as required by Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have affirmed their compliance on annual basis with the Code of Conduct and Ethics for the year ended 31st March, 2022.

For **SIMPLEX PROJECTS LIMITED**

Place : Kolkata
Dated : 27th December, 2024

Sudarsshhan Das Mundhra
Managing Director & CFO
(Suspended Board)
(DIN – 00013158)

**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER
(CFO) PURSUANT TO REGULATION 17(8) OF SEBI LISTING REGULATIONS**

To
The Board of Directors (Suspended) of
Simplex Projects Limited

Dear Sirs,

I, the undersigned, in my capacity as Managing Director & CFO (Suspended Board) of the M/s. Simplex Projects Limited (“the Company”) certify that,

- A. I have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2022 and that to the best of our knowledge and belief-
- (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 the 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, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - liii) 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.

For **SIMPLEX PROJECTS LIMITED**

Place : Kolkata
Dated : 27th December, 2024

Sudarsshhan Das Mundhra
Managing Director & CFO
(Suspended Board)
(DIN – 00013158)

To the Members of Simplex Projects Limited

I have examined the compliance of conditions of Corporate Governance by Simplex Projects Limited (“the Company”) in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the year ended 31.03.2022.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to 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 opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except:

1. There was delay in approval of Financial Results and submission of the same to the Stock Exchange for the following periods:
 - a. Audited Results for the quarter and financial year ended 31.03.2021;
 - b. Unaudited Financial Results and Limited Review Reports for the quarter ended 30.06.2021, 30.09.2021 and 31.12.2021.
2. Annual Secretarial Compliance under Reg. 24A of the Listing Regulations, for the Financial Year ended 31.03.2021 was not submitted with the Stock Exchanges within the stipulated time.
3. The Company’s Website is not updated and maintained in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015.
4. Various quarterly / half yearly / annual compliances including certain event-based compliances made by the Company with the stock exchanges are not at par with the requirements of the SEBI (LODR) Regulations, 2015. Either there have been non-submissions or there have been delays in submissions to the stock exchanges. Moreover, due to unavailability of acknowledgements / supporting evidences, certain compliances as confirmed by the Company’s management could not be verified.
5. Declaration from Managing Director of the Company regarding compliance with Code of Conduct as per SEBI (LODR) Regulations, 2015 was not taken in time.
6. The Company had received Show Cause Notice for delisting of shares and also for pending penalties for various non-compliances and violations of SEBI (LODR) Regulations, 2015. However, no fines / penalties levied on the Company has been cleared off till date.
7. The Company has not paid Listing Fees to Stock Exchanges for F.Y. 2021-2022.
8. The Company’s shares have been transferred to “Z” category w.e.f. 25.09.2018 by BSE and NSE for continuous default with respect to approval of Financial Results for two consecutive quarters.
9. Promoters’ shareholding has been frozen by BSE and NSE w.e.f. 02.11.2018.
10. BSE and NSE have suspended trading in securities of the Company w.e.f. 26.11.2018.
11. Delisting Committee of National Stock Exchange of India Limited (“NSE”) vide its Order dated 16.09.2021 has directed that the equity shares of Simplex Projects Limited be compulsorily delisted from the Exchange in terms of Regulation 22(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Rule 21(b) of Securities Contracts (Regulation) Rules, 1957. On a similar note, and with reference to the aforesaid NSE Order, BSE Limited had also proceeded with compulsory delisting of securities of the Company from its records w.e.f. 25.03.2022. The status of the Company is not that of a listed Company as on date.

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

Place : Kolkata
Dated : 27th December, 2024

(Asit Kumar Labh)
Practicing Company Secretary
ACS – 32891 / C.P. No. – 14664
UDIN: AO32891F003511377

Macroeconomic Review

India's Real GDP growth bounced back in FY 2021-2022 after 6.6% contraction in the previous year of pandemic restrictions. The Second Advanced Estimates of the National Income from National Statistical Office, Government of India recorded a robust rebound in real GDP growth of 8.9% for FY 2021-2022. The growth estimates for FY 2020-2021 were revised to ~6.6% from ~7.3% reported in earlier estimates. The real GDP growth estimates previous years also received small upward revisions as reported in the Economic Survey 2022. The growth recovery was broad-based as reflected in sectoral GDP data by economic activity. Mining, manufacturing, construction, and non-finance services posted double digit growth during the FY 2021-2022, partly helped by lower statistical base. Real Gross Value Added (at 2011-12 prices) in mining and quarrying increase by 12.6% growth, manufacturing by 10.5% and construction by 10% during FY 2021-2022.

Again, the robust industrial growth is broad-based. Use-based classification of the IIP reported double-digit growth in all sectors except consumer non-durable goods. Infrastructure/construction goods expanded at 20.4%, capital goods at 18.8%, intermediate goods at 16.8%, consumer durables at 14.4% and primary goods at 10% during the first 11 months of the FY 2021-2022. Strong GDP growth is also driven by demand side support. The NHAI awarded 4,970 km road projects worth Rs.1.4 lakh crore in FY 2021-2022, surpassing the peak of Rs.1.3 lakh crore in FY 2020-2021. However, after constructing 13,327 km roads (36.5 km/day) in FY 2020-2021, the pace of road construction slowed down to about 10,590 km (29 km/day) in FY 2021-2022, mainly due to extended and heavy monsoon.

Banks seem readier to lend after resolving issues concerning bad loans. In absolute terms, bank credit to industry expanded by Rs.2.09 lakh crore in FY 2021-2022 as against contraction of over Rs. 11,000 crore in FY 2020-2021. Credit to industry rose by 7.1% (year-on-year) in FY 2021-2022 versus a contraction of 0.4% in FY 2020-2021. While the pandemic concerns are far from over, the economic and business environment must deal with high global inflation. The RBI has also lowered its GDP growth expectation for FY 2022- 2023 from 7.8% earlier to 7.2%. The government cannot take the present growth momentum for granted, given the rising public debt, high fiscal deficit, and spiralling inflation.

India's Construction and Infrastructure Sector

Creating new and upgrading existing infrastructure will be vital to raising India's competitiveness and achieving the target of a \$5 trillion (Rs.375 lakh crore) economy by 2025. It is especially critical for the success of the 'Make in India' programme as manufacturing competitiveness critically depends on infrastructure. The supply additions through infrastructure development boost short-term as well as the potential rate of GDP growth. Recognizing the economic benefits of infrastructure development and its employment generation potential (second-largest employment generator after agriculture), the Government of India is making a policy push with various programmes. These include National Infrastructure Pipeline (NIP), GatiShakti, National Monetisation Plan, and housing schemes to create an enabling environment for such development. The Government of India launched the NIP programme in 2020 to act as an enabler to provide and infuse funds that India would need for infrastructure development. NIP covers FY 2019-2020 to FY 2024-2025 and comprises economic and social infrastructure projects with a total outlay of ~\$1.4 trillion (Rs.100 lakh crore). In the Union Budget for FY 2022-2023, a year-on-year increase of more than 35% in capital expenditure was announced with a proposed infrastructure spend of more than Rs.9.75 lakh crore. In terms of important segments of infrastructure investments, the Budget has factored in a significant increase in capital expenditure in FY 2022-2023 to Rs.7.5 lakh crore, which is 24.4% higher than FY 2021-2022. Over 60% of the capex is towards three key sectors - defence, railways, and roads. Railways' capital expenditure has been budgeted to increase to Rs.2.45 lakh crore in 2022-2023, an increase by 14%, Roads and Highways to Rs.2.08 lakh crore 4.8% higher, while that of metro and MRTS projects has been kept more or less stagnant at Rs.19,100 crore. The Union Budget has also provided Rs.5,000 crore towards the National Investment and Infrastructure Fund, which would enable it to acquire infrastructure assets.

The Indian Government has been developing and implementing policies to support the creation of world-class infrastructure within the country. Some of the recent initiatives include:

1. The National Bank for Financing Infrastructure and Development (NBFID) was set up in March 2021 as a

development finance institution to fund infrastructure projects in India.

- Multiple schemes/ programmes have been implemented through various ministries over the past few years for the holistic development and upgrade of infrastructure. These include Bharat Mala, the Regional Connectivity Scheme, and Pradhan Mantri Awas Yojana, Atal Mission for Rejuvenation and Urban Transformation (AMRUT), Swachh Bharat, Mass Rapid Transit System (MRTS) /Metro, Jal Jeevan Mission. These constitute a part of the NIP. In addition, the National Monetisation Pipeline (NMP), which is expected to bring in estimated revenue of Rs.6 lakh crore by FY 2024-25, will be used for financing NIP.
- Providing long-term interest-free loans (50 years) to states as part of the scheme for financial assistance for capital investment. The scheme aims to facilitate states' participation in infrastructure development.

Unlike last year, when the first wave of COVID19 hit, India has avoided a nationwide lockdown in FY 2021-2022, though the second wave has been more deadly. While construction work wasn't restricted in most places, migration of labour back to home states and on-site infections have slowed down highway construction activity in the past months. To improve contractors' liquidity in such a difficult phase, MoRTH has extended the relief measures offered in 2020 under Atmanirbhar Bharat Scheme until October 2022.

The extended relaxations include monthly payments to contractors for EPC/HAM projects, continuation of performance security at 3%, and release of retention money in proportion to the works executed. The Union Budget has also proposed to allow the use of surety bonds from Insurance companies as a substitute for bank guarantees in government procurements. This will reduce the margin money/collateral requirement and, consequently, indirect costs for construction contractors. Further, the provision for the release of 75% of running bills mandatorily within ten days will support the cash conversion cycle of contractors. These measures are positive for infrastructure sectors and will benefit construction companies executing infrastructure projects.

The Government should also be lauded for its commitments at the climate summit COP26 wherein

India has committed to fulfilling 50% of its energy requirements through renewable energy by 2030. This is likely to kick start a slew of investments in energy storage systems such as pump storage hydropower.

Opportunities & Threats

The Indian Infrastructure Sector has the potential to generate upto US\$5 trillion in annual revenue by 2025, create additional jobs and contribute over to India's GDP. Increased urbanisation is firmly placed in the centre of this progress. As per World Bank study, by 2031, some 600 million people are expected to live in India's cities. Therefore, construction houses are slated to be one of the greatest contributors to this futuristic plan. A revival of the economy post-demonetization and implementation of GST are putting the country back on track. Your Company is looking to be the major beneficiary for the increased infrastructure spending on roads, airports and expected high GDP. Sustained increase in infrastructure is expected to be one of the crucial factors for sustaining strong growth during the current decade. Significant investment in physical infrastructure will also lead to increased production efficiency, reduction in cost of doing business and improved standard of living. The outlook for the construction sector is very positive with the government ready to mobilize US\$1 trillion investment plan over the next five years.

The government of India announced larger outlays for infrastructure development. The government announced Rs. 1.1 Lakh Crore for the Indian Railways to improve infrastructure, Rs. 1.07 Lakh Crore allocated towards capital expenditure, a growth opportunity for the company.

The rapidly globalizing world is opening up newer avenues for the Infrastructure industry, especially while it makes a shift towards more efficient, safe and reliable modes of operation. Over the next decade, this will lead to newer verticals and opportunities for infrastructure development companies.

The Company has a well diversified business portfolio viz., Piling, Buildings & Housing, Bridges, flyovers, Irrigation, etc.

The Company has over three decades of experience in all departments of civil, mechanical and engineering construction activities with pan India presence and is recognized as one of the key construction players in the

country. The Company has successfully executed complex engineering projects across the country and also in international geographies. We are continuously exploring business opportunities in other segments of the Industry and the business mix of the Company is determined taking all the factors into account.

The Construction industry has always been adversely affected by high volatility in prices of major inputs, delays in approval by Authorities and lack of availability of skilled laborers. Natural calamities like poor weather conditions and manmade disruptions like encroachment, disruption of supply chain etc. continue to be a major constraint in project completion. There are several constraints which affect the smooth functioning of the industry, besides the recent global economic downturn. The outburst of unprecedented political unrest in Libya has restricted the emergence of new opportunities there, until the stability is restored.

Opportunities:

India is at the cusp of a growth cycle and on track to become one of the largest economy in the world with an ambition to reach \$5 trillion in few years. The focus on Aatmanirbhar Bharat and Infrastructure is encouraging and will be able to address the prevailing market challenges to propel the economy to surge ahead in the coming years. The capex of INR7.5 lakh crore once implemented will have a huge multiplier effect in creating employment and will further boost a virtuous cycle of growth.

Government of India's outlay for urban development has been increasing year on year through its various Mission mode programs like AMRUT, Smart Cities, Swachh Bharat, Pradhan Mantri Awas Yojna etc. Key initiatives include AMRUT 2.0, which was announced in October 2021, and involves enhancing water connections in around 4,800 urban local bodies, sewerage/septage services in 500 cities as well as rejuvenation of water bodies, green spaces and parks.

Government of India along with the governments of respective States has taken several initiatives to encourage development in the Building & Housing sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies.

Threats:

The construction industry has managed and mitigated many internal and external risks over the years, and it has more to navigate in the years to come too. Identifying and managing construction project risks needs careful planning and execution. Being able to effectively identify and manage risks can lead to increased profits, establishing good relationships with clients that result in more projects, and being able to expand the business into new markets and sectors.

Each construction project is unique and comes with its own set of challenges and opportunities. Some of the very high level construction risks which have plagued the construction industry over the years include-budget and schedule overruns, high frequency of disputes, contract changes and litigation, cash flow, Low profit margins and high insolvency risk, health and safety, delayed contract and project payments, insolvency of contractors, subcontractors and other parties, pressure to deliver projects quickly and with high quality.

Financing is a major challenge-the infrastructure projects are highly capital intensive and funding had been one of the major impediments in achieving the infrastructure goals. Land acquisition, need for clearances from numerous agencies across the project cycle at every stage, right from the pre-tendering stage to post construction, protracted procedure for securing approvals are often considered serious disincentives for developers and contractors.

Outlook

Keeping in view the overall business scenario, the Construction industry will remain buoyant due to increased demand from real estate and infrastructure projects and your Company is all poised to grab the opportunities as and when it comes. Your Company has relooked at business strategy and trying to align its resources.

Your Company strives to enhance its core business by aligning with the changing times and the demands of its customers, most of them being market leaders in the respective industry segments. Your Company continues to adapt and structure its business in a way so as to be able to capitalise its growth opportunities from other future growth areas, with an aim at diversifying its customer base; ensure efficient conversion of the Order

Book into healthy margins through execution, operational excellence and digitalisation initiatives; manage financial resources for the growth of the business and strong financial health to facilitate access to capital markets as and when required; incubate new business to tap future growth opportunities.

Risk and Concerns

The construction industry continued to face challenges regarding contractual obligations, availability of resources, deliverables, health and safety measures, and project delays or cancellations amidst the second wave of COVID-19 during the reporting period. Owing to the nature of the industry the Company operates in, it is exposed to a variety of risk factors which are broadly categorized into Financial, Technical, Marketing, Legal and Policy & Political. However, Your Company has taken suitable measures to mitigate the various risks associated with its operational activities. Adequate insurance policies have been taken to protect health and safety of its employees and limit property loss. Growth and demand is dependent on general economic conditions and a decline can adversely affect the Company's business.

Besides, the key issues like shortage of qualified workers and labours, Environment sustainability and project complexity continued to be challenging during the year. The external challenges can be met as economic reforms will get in placed because of a stable government.

The Company has continuous project monitoring system in terms of quality, time and cost parameters. These are being further upgraded through greater use of modern technologies and also adopted a policy on the same which enables the Company to proactively manage uncertainties from changes in the internal and external environment and also capitalize on the opportunities.

Internal Control System and their adequacy

Your Company has a detailed well spelt internal control system in place to ensure that all financial, commercial and legal transactions are fully authorized, recorded and correctly reported. The internal control is supplemented by extensive programme of internal audits, review by management, documented policies, guidelines and procedures. Significant audit observations and corrective actions thereon are presented to the Audit

Committee. Based on the report of Internal Audit, corrective actions are undertaken in the respective areas, thereby strengthening and maintaining a healthy Internal Control System.

The Audit Committee of the Board of Directors, chaired by an experienced Independent Director, reviews the adequacy of the Internal Control System. The Company's Internal Audit Department is in charge for periodically carrying out detailed audit of the transactions of the Company at various project sites, manufacturing locations and offices in order to ensure that recording and reporting are adequate and as per the policy of the Company. The Internal Auditors periodically physically verify the Company's assets and ensure that there is no unauthorized usage. The assets are kept in proper conditions and are covered under adequate insurance. In compliance with Section 143(3)(i) of the Companies Act, 2013 the Statutory Auditors have issued a report on Internal Financial Controls forming part of this Annual Report.

Financial Performance

From a financial perspective, For the financial year ended March 31, 2022, your Company has achieved a Gross Turnover of Rs. 4185.14 Lacs as against Rs. 16,775.88 Lacs for the previous period (figures reclassified due to applicability of IND AS), resulting in a decline of 75% over the last year.

Our focus area continues to be the execution of civil engineering projects with specialization in piling, building, roads, canal, bridge, jetties and flyovers. Further your Company had been successful in bagging various contracts for execution of Infrastructure Projects. Our order book position as on 31st March 2022 was in tune of Rs. 81.70 Crores. The Company expects substantial increase in the order book position in next financial year.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector –specific financial ratios. There have been significant changes in following key sector –specific financial ratios.

Particulars	31st March 2022	31st March 2021	Change in %
Current Ratio	1.31	1.31	2.29
Net Debt-Equity Ratio	10.04	8.99	11.68
Debt Service Coverage Ratio (DSCR)	(4.81)	1.03	(567.00)
Return on Equity	(0.18)	(0.01)	1700.00
Net Capital Turnover Ratio	0.05	0.21	(76.19)
Net Profit Ratio	(0.36)	0.01	3500
Return on Investment	(0.01)	0.00	(99.90)

Human Resources (HR)

The performance of every sector's Company is depending on its Human Resource Assets. Human resource development efforts of your Company are aligned with industry best practices. We understand that a positive workplace forever remain, the foundation on which a company can realize its goals and achieve competitive advantage. Strengthening our human capital is, therefore, core to our operations. Human Resource continues to be one of the biggest assets of the Company. Your Company's business is managed by a team of competent and passionate leaders, capable of enhancing your Company's standing in the sector. External hiring was done for junior & senior levels in the organization. The management is paying special attention to various aspects like training, welfare and safety and thereby further strengthening the human resources. Learning and Development continued to be a focus area. Safety related training also remained as one of the primary focus areas.

Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objective, projections, estimates and expectations are "forward looking statements" within the applicable laws and regulations.

Such forward-looking statements involve risks and uncertainties that may cause actual events, results or performances to differ materially from those indicated by such statements. Simplex Projects Limited disclaims any obligation to update these forward-looking statements to reflect future events or developments.

For and on behalf of **Simplex Projects Limited**

Sutanu Sinha
Chairman,
Monitoring Agency

Sudarsshhan Das Mundhra
Director, Resolution Applicant &
Member, Monitoring Agency

Place : Kolkata
Dated : 27th December, 2024

To
The Members of Simplex Projects Limited
Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Simplex Projects Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss including Statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us except for the possible effects of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We draw your attention to the following:

- a. The Company, pursuant to the order No. CP (IB) /56(KB)2019 dated 27 April 2022, passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, on an application filed under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC"), by one of the financial creditors, have been admitted under Corporate Insolvency Resolution Process.

In terms of the said order, Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) was appointed as Interim Resolution Professional of the Company and was later confirmed as Resolution

Professional of the Company (Corporate Debtor), by the Committee of Creditors ("CoC") of the Corporate Debtor, on 27 June 2022.

The Company is currently undergoing the corporate insolvency resolution process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016.

- b. Note 40 to the accompanying IND AS Financial Statements regarding Company's branch at Libya where operation was stopped due to prevailing political situation. The company has signed a supplementary agreement with the government for realization of dues and resumption of contract. In view of this as per management the amount of dues and assets deployed in Libya are realizable and no provision thereof are required at this stage. The depreciation relating to the machineries deployed there has been considered as Work-in-progress. However, in view of prolonged uncertainty of resumption the company has moved an application with the Hon'ble High court at Delhi for proceeding with arbitration and has granted a stay for further extension / invocation of Bank guarantees for the project. Accordingly, no provision for charges has been made after extension.

We are unable to comment on the extent of the recoverability of the amounts due and the assets at Libya due to lack of adequate information. The impact of this matter on the Total Assets & Total Equity and Liabilities as at March 31, 2022. Total Expenses, Profit before Tax, Tax Expense, Profit for the Year, Total Comprehensive Income and Earnings per Share of the company for the year ended March 31, 2022, is presently not ascertainable.

- c. We did not audit the financial statements of the foreign project site of the company at Libya having Net Assets Rs.5,655.40 lakh & Net Receivables Rs. 6,439.94 lakh as on 31st March 2022 included in the accompanying IND AS Financial Statement, which reflects depreciation charged of Rs.44.90 Lakh relating to the machinery deployed for the year ended 31st March 2022. The financial statements of this branch are unaudited and have been furnished to us by the management and are certified by the management and our report is based solely on certificate of management.

- d. We also did not audit the financial statements of the foreign project site of the company at Kuwait having Net Assets Rs.26,644.27lakh & Net Receivables Rs.42,386.01 lakh as on 31st March 2022 included in the accompanying IND AS Financial Statement, which reflects no work done and depreciation charged of Rs. 26.98Lakh for the year ended 31st March 2022. The financial statements of this branch are unaudited and have been furnished to us by the management and are certified by the management and our report is based solely on certificate of management.
- e. Note 38 to the accompanying IND AS Financial Statements regarding the Company's account with Bank of Baroda, DBS Bank, ICICI Bank, IDBI Bank, State Bank of India, Yes Bank, UCO Bank, State Bank of Travancore & Axis Bank for working capital facilities and ICICI bank & Kotak Mahindra Bank for Term loan have been classified as Non-performing assets and accordingly the provision for interest has not been made for the quarter ended March, 2022 and year ended March, 2022 amounting to Rs.2832.17Lakh & Rs.11270.51Lakh respectively.
- f. Investments of Rs. 542.94 Lakh in the partnership firm Simplex Projects (Netherlands) Co-operative U.A. is doubtful of recovery since project has not started from FY 2013-2014 and no provision for the same has been made by the company.
- g. The company has not made any provision against Advances paid to Suppliers of material, Subcontractors & Staff advances amounting to Rs. 4861.94Lakh since long and advance against projects Rs.135.11 Lakh.
- h. Note 39 to the accompanying IND AS Financial Statements regarding no provision for diminution in the value or impairment has been made for Capital Work in Progress consists of materials lying outside amounting to Rs. 1894.01 Lakh which includes Rs. 465.29 Lakh pertaining to materials imported and kept at port since FY 2012-13.
- i. Site work in progress (included under Other Current Assets) amounting to Rs 6136.08Lakh and uncertified sales amounting to Rs. 1807.77 Lakh (included under revenue) has been lying as such from various projects against which no provision has been made.
- j. Note 8 & 13 to the accompanying IND AS Financial Statements regarding certain projects wherein the Management of the company has considered Trade Receivables include overdue amount aggregating to Rs. 14729.44Lakh & Work in Progress (for Unbilled Revenue) Rs. 5799.74Lakh that are under arbitration. However, the same is considered good by the management, based on the opinion obtained and the earlier experiences on realization. In view of pending arbitration against the customer and lack of adequate information, we are unable to comment on the extent of recoverability of these balances.
- k. Provident Fund contributions in respect of employees are made to Trust administered by the company. In absence of Audit of such Trust for the financial year ended 31st March 2017, 31st March 2018, 31st March 2019, 31st March 2020, 31st March 2021 & 31st March 2022. We are unable to comment on the utilization of the funds.
- l. Regarding closing balance confirmations of Debtors, Creditors, Earnest Money, loans and advances being unconfirmed in respect of which we are unable to express our opinion.
- m. Pursuant to the provisions of SEBI circular no. CIR/CFD/CMD/12/2015 dated November 30, 2015 with respect to Standard Operating Procedure (SOP) for suspension and revocation of trading of shares of listed entities for non-compliance of certain regulations of SEBI (LODR) Regulation, 2015. The company has not submitted the Financial Results as per Reg. 33 of SEBI (LODR) Regulation, 2015 within due date repeatedly and also liable to pay fine, consequently to be levied for the said non-compliance.
- In view of above, the entire promoter shareholding of the company has been frozen w.e.f. November 02, 2018 and trading in the equity shares of the company suspended w.e.f. November 26, 2018.
- n. Note 51 to the accompanying IND AS Financial Statements regarding default in repayment of interest and principal amounting to Rs. 421.36 lakh up to 31.03.2019 payable to SREI Equipment Finance Limited and the interest for the year ended March 31, 2020, 31st March 2021 & 31st March 2022 has not been ascertained and booked. Thus, profit is overstated to that extent.

The matters (b to n) mentioned above were also qualified in our last audit report for the year ended March 31, 2021.

We conducted our audit of the financial statements in accordance with the standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Emphasis of Matter

We draw attention to the following matters:

a. After Company Information:

The Company, pursuant to the order No. CP (IB) /56(KB)2019 dated 27 April 2022, passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, on an application filed under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC"), by one of the financial creditors, have been admitted under Corporate Insolvency Resolution Process.

In terms of the said order, Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) was appointed as Interim Resolution Professional of the Company and was later confirmed as Resolution Professional of the Company (Corporate Debtor), by the Committee of Creditors ("CoC") of the Corporate Debtor, on 27 June 2022.

The Company is currently undergoing the corporate insolvency resolution process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016.

b. Shareholding of Promoters

Shares held by promoters at the end of the year	As at 31st March, 2022		As at 31st March, 2021		
	Promoter Name	No. of Shares	% of Total Shares	No. of Shares	
BALKRISHNA DAS MUNDHRA	425473	3.38	425473	3.38	NIL
SUDARSHAN DAS MUNDHRA	85857	0.68	85857	0.68	NIL

c. Pursuant to the application under section 7 of Insolvency and Bankruptcy Act, 2016 filed by one of Financial Creditors, being C.P (IB) No 56/KB/2019, the National Company Law Tribunal (NCLT), Kolkata Bench, while disposing off, admitted the application vide order dated 27.04.2022 and directed to initiate Corporate Insolvency Resolution Process (CIRP) against the Company. Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) has been initially appointed as the Interim Resolution Professional (IRP). Upon commencement of CIRP, the powers of

the Board of Directors of the Company stand suspended and management of the Company vest in the IRP/Resolution Professional (RP). Committee of Creditors (COC) have been constituted on 27.06.2022 on the basis of collation of all claims by the IRP.

d. The Company's financial performance has been adversely affected, working capital constraints and external factors beyond the Company's control and the Company has not been able to meet its financial commitments /covenants to lenders and various

other stakeholders. The Company's ability to continue as a going concern is dependent upon many factors including continued support from the financial creditors, operational creditors, customers, and submission of viable resolution plan by the prospective investor. Under the CIRP, a resolution plan needs to be presented to and approved by the COC and thereafter will need to be approved by the NCLT to keep the Company as going concern. In view of the opinion of the Management resolution and revival of the Company is possible in the foreseeable future. The IRP/RP is expected to make every endeavor to protect and preserve the value of the property of the corporate debtor and manage the operations of the corporate debtor as going concern. Accordingly, the financial statements of the company have been prepared on a going concern basis.

- e. There shall be moratorium under section 14 of the Insolvency and Bankruptcy Code, 2016 till the completion of the CIRP or until the Adjudicating Authority approves the resolution plan under sub section (1) of section 31 of the IBC or pass an order for liquidation of Corporate Debtors under section 33 of the IBC, as the case may be. The Company has received regulatory Enquiries /Notices/ Summons /Show-Cause/Demand/ Orders from various government authorities such as Goods and Services Tax, Income Tax. In view of the Company's admission under CIRP all existing civil legal proceedings will be kept in abeyance as moratorium u/s 14 of the Insolvency and Bankruptcy Code, 2016 till the conclusion of CIRP. Therefore, no impact has been considered in these statements as of now.
- f. The Company is yet to receive the balance confirmations in respect of certain Sundry Creditors, Sundry Debtors and Loans & advances. The balances are, therefore, as per the books of account only.
- g. The Company has generated positive cash flow from operating activities amounting to Rs. 1420.78 Lakhs for the year ended March 31, 2022, as also there is default in payment of financial debts, to its bankers and others. As stated in Note 49 these financial statements, the Company is confident of improving the credit profile including time bound realization of its assets, arbitration claims etc. which would result in meeting its obligation in due course of time.

Accordingly, the Management considers it appropriate to prepare these financial statements on a going concern basis.

- h. Note 52 to the accompanying IND AS Financial Statements regarding GSTR -1 & GSTR 3B which is not yet filed in the states of Meghalaya, Assam & Uttar Pradesh for the FY 2019-20, F.Y 2020-21 & F.Y 2021-22. Also, GST Audit for the year ended March 2018, March 2019, March 2020, March, 2021 & March 2022 are still pending.
- i. The Annual General Meeting for the financial year 2020-21 has not been conducted.
- j. The Company received delisting order from NSE w.e.f. 26.11.2021 and BSE w.e.f. 25.03.2022 and the matter is under sub judice.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31st, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the "Basis for Qualified Opinion" section, We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below our description of how our audit addresses the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedure designed to response to our assessment of the risks of material misstatement of the financial statement. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Sr.No.	Key Audit Matter	Auditor's Response
<p>Correctness of Project Revenue recognition – Construction Contracts (as described in note 2.10 and 43 of the consolidated Ind AS financial statements)</p>		
1	<p>Revenue from construction contracts is recognised over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. Revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, reliable estimation of total project cost, identification of contractual obligations in respect of Company's rights to receive payments for performance completed till date, estimation of period of recovery of receivables, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/ onerous obligations.</p> <p>Project revenue recognition is significant to the financial statements based on the quantitative materiality and the degree of management judgment required to apply the percentage of completion method. Management has also considered this area to be a key accounting estimate as disclosed in the 'critical estimates and judgements' note 2A to the consolidated financial statements. We therefore determined this to be a key audit matter.</p>	<p>Our procedures included :</p> <ul style="list-style-type: none"> • Testing of the design and implementation of controls involved for the determination of the estimates used as well as their operating effectiveness; • Testing the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard; • Testing a sample of contracts for appropriate identification of performance obligations; • For the sample selected, reviewing for amendments of orders and the impact on the estimated costs to complete; and • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
<p>Unbilled Revenue balance, Trade Receivables and Retention Money relating to construction contracts of the Company (as described in note 8 & 13 of the consolidated Ind AS financial statements)</p>		
2	<p>Unbilled Revenue balance, Trade Receivables and Retention Money of the Company aggregates Rs. 1,25,342.94 lakh as at March 31, 2022.</p> <p>The collectability of above balances is a key element of the Company's working capital management. In assessing the recoverability of the aforesaid balances, management's judgment involves consideration of status of the project, the likelihood of collection based on the terms of the contract and evaluation of litigations, if any.</p> <p>We considered this as key audit matter due to the materiality of the amounts and significant estimates and judgments as stated above.</p>	<p>As part of our audit procedures:</p> <ul style="list-style-type: none"> • Testing of the design and implementation of controls involving management's assessment of recoverability of Unbilled Revenue balance, Trade Receivables and Retention Money relating to construction contracts. • We performed test of details, and tested relevant contracts and documents on the basis of materiality for Unbilled Revenue, Trade Receivables and Retention Money balances. • We also carried out additional test procedures, in respect of long outstanding balances, i.e. tested subsequent documents with customers with respect to recoverability of the same. • We tested contracts to determine the provisioning requirement for loss making contracts/onerous obligations, if any.

Sr.No.	Key Audit Matter	Auditor's Response
Pending litigations including arbitrations (as described in note 44 & 46 of the Ind AS financial statements)		
3	<p>The Company is subject to number of claims and litigations including arbitrations, mainly with customers and tax authorities. The assessment of the likely outcome of these matters can be judgmental due to the uncertainty inherent in their nature.</p> <p>This area is significant to our audit, since the accounting and disclosure of claims and litigations are complex and judgmental, and the amounts involved are, or may be, material to the consolidated financial statements.</p>	<p>Principal Audit Procedures:</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. Supporting documentation are tested to assess the status of Arbitration/legal proceedings with reference to related counselors' views for likely outcome of these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors (Suspended) is responsible for the preparation of other information. The other information comprises the information included in the Report of the Board of Directors, (Suspended) Management Discussion and Analysis Report, Corporate Governance Report and other annexure to Directors Report including Shareholder's Information, but does not include the financial statements and our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements during the course of our audit or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

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

The Company's Board of Directors (Suspended) 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 including other comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility

also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors (Suspended) is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors (Suspended) either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors (Suspended) is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if,

individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the

disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

Our opinion on the Statement is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act based on our audit, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained, except for the matter(s) described in the "Basis for Qualified Opinion" paragraph as well as reported "Emphasis of Matter" paragraph all the information and

explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, except for the matter(s) referred to in Basis for Qualified Opinion and Emphasis of Matter paragraph above, 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) In our opinion, except for the indeterminate effects of the matters referred to in Basis for Qualified Opinion and Emphasis of Matter paragraph above, 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 except in case of branches which have not been audited and for which we are unable to give our comments. The reports on the accounts of the two branch offices of the company duly certified by the management have been given to us and have been properly dealt with by us in preparing this report;
- d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- e) Except for the matter(s) described in the Basis for Qualified Opinion and Emphasis of Matters paragraph in our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
- f) In view of the matter(s) described in the Basis for Qualified Opinion and Emphasis of matter paragraph above, we are unable to comment whether these may have an adverse effect on the functioning of the company.
- g) On the basis of the written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, (Suspended) none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- h) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion and Emphasis of Matters paragraph above.
- i) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- j) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as Amended, in our opinion and to the best of our knowledge & belief 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 No. 44 & 46 to the accompanying financial statements].
 - ii. The Company has made provision, as required under the applicable law or accounting standard for material foreseeable losses, if any, on long term contracts including derivative contract.

For **H. S. Bhattacharjee & Co.**
Firm Registration No. : 322303E
Chartered Accountants
A.Ray
Partner
Membership Number:057516
UDIN : 23057516BGWIEW9688

Place : Kolkata

Date : The 17th day of November 2023



ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"),

1. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment;
- (B) The company does not have any intangible assets.
- (b) Property, Plant and Equipment have not been physically verified by the management during the year
- (c) We could not verify whether the title deeds of the immovable properties are held in the name of the Company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under;
2. (a) Inventories have not been physically verified by the management during the year.
- (b) The company has been sanctioned working capital limits of amounting to Rs. 24.50 crores from DCB Bank Ltd on the basis of security of current assets;
The quarterly statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;
3. The company has granted advance in the nature of loans to a company during the year;
- (a) During the year the company has provided advance in the nature of loans to any other entity;
- (A) No loans or advances are provided to subsidiaries, joint ventures and associates;
- (B) The aggregate amount of Rs. 433.64 Lakh is provided during the year, and balance outstanding is Rs. 2718.16 Lakh at the balance sheet date with respect to such advance in the nature of loans to parties other than subsidiaries, joint ventures and associates;
- (b) The advance in the nature of loans is given interest free and as such, the terms and conditions of the grant of advances in the nature of loans are, in our opinion, prejudicial to the company's interest,
- © According to the information and explanation given to us, the advance in the nature of loans are repayable on demand, as such, repayment of principal has been stipulated;
- (d) There are no overdue amounts as there is no demand of repayment in respect of such advance in the nature of loans granted to a company;
- (e) The advance in the nature of loan granted has not been fallen due during the year, has not been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;
4. The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security;
5. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable
6. According to the information and explanation given and in our opinion the company has made and maintained cost records as specified under Section 148(1) of the Act in respect of its products pursuant to the rules made by the Central Government of India. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (a) According to the information and explanation given to us and as per the records of the Company examined by us undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, duty of customs, GST, TDS and other material statutory dues have been deposited with the appropriate authorities with certain delays. Undisputed statutory dues outstanding at the year-end for a period of more than six months from the date it became payable, is in respect of ESI- Rs. 2.08 lakhs , Provident Fund – Rs. 13.06 lakhs, Service Tax - Rs. 493.48 lakhs , GST - Rs. 71.94 lakhs and TDS - Rs. 29.12 lakhs.
- (b) According to the information and explanation given to us, the particulars of dues of Sales Tax, Service Tax, duty of customs, duty of excise, VAT which have not been deposited on account of dispute are as follows:

Nature of Dues	Period to which the amount relates	Amount (Rs. in Lakhs)	Forum where the dispute is pending
Service Tax	2000-01 to 2004-05	531.24	Commissioner of Service Tax, Kolkata
	2005-06 to 2008-09	167.15	The Hon'ble Customs Excise & service Tax Appellate tribunal, EZB, Kolkata, Stay Granted.
	2007-08 to 2009-10	3.32	Demand confirmed by Addl. Com. Of Service tax for which Appeal is pending before Commissioner (Appeal – I)
	2006-07 to 2010-11	946.85	Demand confirmed by Commissioner of Service tax for which Appeal is pending before The Hon'ble Customs Excise & Service Tax Appellate tribunal, EZB, Kolkata. Stay Granted
	2006-07 to 2007-08	26.75	Addl. Com. Of Service tax
	2010-11 to 2011-12	62.58	Commissioner of Service tax 1 commissioner at Kolkata
Sales Tax / VAT / CST	2005 – 06	1.79	Calcutta High Court
	2008 – 09	1060.04	Appeal filed before Revision Board
	2009 – 10	203.50	
	2010-11	363.82	
	2012-13	57.71	Appeal filed before Joint commissioner Commercial Taxes Kolkata (South) Circle
	2013-14	428.44	Appeal filed before West Bengal Tribunal Authority.

8. There are no such transactions that not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- 9 (a) The Company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to certain Banks and some bank accounts have become NPA. The outstanding dues as on 31.03.2022 are as follows:
(Rs. in Lakhs)

Sl.No.	Banks	Principle due	Interest & other charges due	Remarks
1.	State Bank of Travancore	4000.00	846.83	Delay in payment throughout the year and Irregular From SEPT'16 onward from when it has become NPA. No interest booked in accounts after December, 2016.
2.	Axis Bank	16900.00	66.71	Delay in payment throughout the year and irregular from April'17, no interest booked in the accounts.
3.	UCO Bank	7305.00	331.95	Delay in payment throughout the year and Irregular From DEC'15 Onward from where it has become NPA, no interest booked in the accounts
4.	State Bank of India	12100.00	6212.33	Delay in payment throughout the year and Irregular From JULY'16 Onward from where it has become NPA. No interest booked in accounts after July, 2016.

(Rs. in Lakhs)

SI.No.	Banks	Principle due	Interest & other charges due	Remarks
5.	Bank of Baroda	16500.00	1965.27	Delay in payment throughout the year and Irregular From Jan'16 Onward from where it has become NPA. No interest booked in accounts after April, 2016.
6.	Yes Bank	720.63	0.00	Delay in payment throughout the year and Irregular From SEPT'15 Onward from where it has become NPA. No interest booked in accounts after September, 2016.
7.	DBS Bank	1750.00	281.99	Delay in payment throughout the year and Irregular From 2014-15 Onward from where it has become NPA, no interest booked in the accounts.
8.	ICICI Bank	4000.00	271.76	Delay in payment throughout the year and Irregular From July' 16 ONWARD from where it has become NPA. No interest booked in accounts after July, 2016.
B.	Term Loan Account :			
1.	ICICI Bank	1250.00	141.22	Irregular From July '16 onward from where it has become NPA. No further provision of interest has been made thereafter.
2.	Kotak Mahindra Bank	289.32		Irregular From 2014-15 Onward from where it has become NPA. No further provision of interest has been made thereafter.

- (b). The Company is not a declared willful defaulter by any bank or financial institution or other lender;
- (c). The term loans taken during the year were applied for the purpose for which the loans were obtained;
- (d). On examination of the financial statements, funds raised on short-term basis have not been used for long-term purposes during the year.
- (e). The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f). The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
10. (a). The company did not raised any fund by way of initial public offer or further public offer (including debt instruments) during the year;

- (b). The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year;
11. (a) No fraud on or by the company has been noticed or reported during the year.
- (b). No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c). No whistle-blower complaints was received during the year by the company.
12. As the Company is not a Nidhi Company, the provisions as specified in Nidhi Rules, 2014 are not applicable to the Company;
13. The Company has entered into transactions with related parties in compliance with the provisions of

Sections 177 and 188 of Companies Act, 2013 where applicable and details of such related party transactions have been disclosed in the notes to the financial statements as required by the applicable accounting standards.

14.(a).The company has an internal audit system commensurate with the size and nature of its business;

(b). The reports of the Internal Auditors for the period under audit were considered by the statutory auditor;

15. The company has not entered into any non-cash transactions with directors or persons connected with him under the provisions of section 192 of Companies Act, 2013;

16.(a). The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934;

(b). In view of clause (a) above, the reporting under this clause is not applicable;

(c). In view of clause (a) above, the reporting under this clause is not applicable;

(d). There is no core investment company (CIC) within the Group and accordingly reporting under this clause is not applicable;

17. The company has not incurred cash losses in the current financial year, but has incurred cash losses in the Rs.145554 lac only during the immediately preceding financial year.

18. There has been no resignation of the statutory auditors of the Company during the year;

19 (a). National Company Law Tribunal (“NCLT”), Kolkata vide its order dated 27th April 2022 has admitted the Company Petition filed by the Financial

Creditor under section 7 of the Insolvency and Bankruptcy Code, 2016 (“IBC”) and initiated Corporate Insolvency Resolution Process (“CIRP”) of the Company (“Corporate Debtor”) and appointed the Interim Resolution Professional and declared Moratorium from the date of Order viz. 27th April 2022 till the completion of CIRP. (b) The Company received a delisting order from NSE w.e.f. 26.11.2021 and BSE w.e.f. 25.03.2022 and the matter is under sub judice (c) The Annual General Meeting for the financial year 2020-21 has not been conducted. (d). On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor’s knowledge of the Board of Directors (Suspended) and management plans, but in view of (a) above, the auditor is of the opinion that material uncertainty exists as on the date of the audit report. We express our doubt that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20. The clause relating to the provisions of section 135 of Companies Act is not applicable to this company during the year;

For **H. S. Bhattacharjee & Co.**
Firm Registration No. : 322303E
Chartered Accountants
A.Ray
Partner
Membership Number:057516
UDIN : 23057516BGWIEW9688

Place : Kolkata

Date : The 17th day of November 2023

ANNEXURE –B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Simplex Projects Limited (“**the Company**”) as of March 31, 2022, in conjunction with our audit of these financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors(Suspended) of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may

become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at March 31, 2022:

- (a) The Company's internal financial controls relating to non-application of appropriate policies and procedures that provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles were not operating effectively which resulted in non-provisioning of interest on cash credit and term loan .
- (b) The Company's internal financial controls relating to review of Advances to Trade Creditors and Sub Contractors including Staff and Project Advance for appropriate provisioning did not operate effectively which resulted in non-ascertainment of adequate provision against advances to certain Trade Creditors, Sub Contractors including Staff.
- (c) The Company's internal financial controls for assessing the period over which certain old balances of unbilled revenue, loans / advances, trade receivables and retention monies are expected to be recovered were not operating effectively as on March 31, 2022, which could potentially result in the company not appropriately measuring the fair values of those financial assets.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company, has, in all material respects, maintained adequate internal financial control over financial reporting which reference to these financial statements as of March 31, 2022 based on the internal control over financial reporting criteria establish by the Company considering the essential components of internal control stated in the Guidance note on Audit of Internal Financial Control over financial reporting issued by institute of chartered accountants of India, and except for the possible effects of material weakness described above on the achievement of the objectives of the control criteria, the internal financial control over financial reporting with reference to these financial statements were operating effectively as of March 31, 2022.

Explanatory Paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act, the financial statements of Simplex Projects Limited, which comprise the Balance Sheet as at March 31, 2022, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. These material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the March 31, 2022, financial statements of Simplex Projects Limited and this report does not affect our report dated, which expressed a qualified opinion on those financial statements.

For **H. S. Bhattacharjee & Co.**
Firm Registration No. : 322303E
Chartered Accountants

A.Ray
Partner
Membership Number:057516
UDIN : 23057516BGWIEW9688

Place : Kolkata
Date : The 17th day of November 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March, 2022	As at 31 March, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	2,002.35	2,638.16
Capital work-in-progress	3	1,894.01	1,894.01
Financial Assets			
i. Investments	4	39.34	535.75
ii. Other financial assets	5	708.48	961.14
Other Non-current Assets	6	78.85	78.85
Total Non-current Assets		4,723.03	6,107.92
Current Assets			
Inventories	7	2,737.31	2,804.50
Financial Assets			
i. Investments		-	-
ii. Trade receivables	8	72,182.63	71,628.07
iii. Cash and cash equivalents	9	61.84	56.85
iv. Bank balances other than (iii) above	10	95.85	244.37
v. Loans		-	-
vi. Other financial assets	11	2,727.67	2,641.91
Current tax assets (net)	12	85.48	-
Other current assets	13	56,519.05	59,308.00
Total current assets		134,409.83	136,683.71
Total Assets		139,132.86	142,791.64
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	14	1,260.04	1,260.04
Other Equity	15	6,647.31	7,522.22
Total Equity		7,907.35	8,782.26
LIABILITIES			
Non-current Liabilities			
Financial Liabilities			
i. Borrowings	16	-	-
Provisions	17	137.06	105.32
Deferred tax liabilities (net)	18	329.68	384.93
Other non-current liabilities	19	30,115.72	29,344.38
Total non-current liabilities		30,582.46	29,834.63
Current Liabilities			
Financial Liabilities			
i. Borrowings	20	79,419.13	79,027.42
ii. Trade Payables		-	-
Total Outstanding dues of MSE's		-	-
Total outstanding creditors other than MSE'S	21	16,195.51	18,067.45
iii. Other financial liabilities	22	2,150.88	2,391.32
Other current liabilities	23	2,753.44	4,509.79
Provisions	24	124.09	155.75
Current tax liabilities (net)	24a	-	23.02
Total current liabilities		100,643.05	104,174.75
Total liabilities		131,225.51	134,009.38
Total Equity and Liabilities		139,132.86	142,791.64
Significant Accounting Policies	2		

The above Balance Sheet should be read in conjunction with the accompanying notes.

This is the Balance Sheet referred to in our report of even date

For and on behalf of

H.S.BHATTACHARJEE & CO.

Firm Registration No. 322303E

Chartered Accountants

A. Ray

Partner

Membership No. 57516

Kolkata

Dated : 17th November, 2023

For and on behalf of the Board of Directors

Sutanu Sinha

Resolution Professional

IP Registration No:

IBBI/IPA-003/IP-N00020/2017-18/10167

Balkrishan Das Mundhra

Chairman & Director

(Suspended)

DIN : 00013125

Sohini Shukla

Company Secretary

(Membership No. : A48409)

Sudarshan Das Mundhra

Managing Director & CFO

(Suspended)

DIN : 00013158

STATEMENT OF PROFIT AND LOSS
for the year ended 31st March, 2022

(Rs. in Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March, 2022	Year ended 31 March, 2021
INCOME :-			
Revenue from Operations	25	4,185.14	16,775.88
Other Income	26	42.14	56.65
Total Income		4,227.28	16,832.53
EXPENSES :-			
Cost of materials consumed	27	3,428.94	6,816.80
Cost of Sub contracting and other site expenses	28	768.50	8,367.92
Employee Benefit Expenses	29	176.33	208.56
Finance Cost	30	265.41	168.20
Depreciation	3	630.25	1,032.41
Other Administrative Expenses	31	502.16	233.32
Total Expenses		5,771.59	16,827.21
Profit before exceptional items and tax		(1,544.31)	5.32
Exceptional items		-	-
Profit before tax		(1,544.31)	5.32
Income Tax expense :			
- Current Tax		-	1.38
- MAT Credit entitlement		-	(1.38)
- Current Tax provision for earlier years written back (net)		-	-
- Deferred Tax - charge / (credit)		(55.26)	(7.51)
Total Tax Expense		(55.26)	(7.51)
Profit for the year		(1,489.05)	12.83
Other comprehensive income			
(a) Items that may be reclassified to statement of Profit and Loss			
Exchange differences on translation of foreign operations	15	828.96	(6,549.65)
Income Tax relating to this item	15	(215.53)	1,702.91
		613.43	(4,846.74)
(b) Items that will not be reclassified to statement of Profit and Loss			
Remeasurements of post - employment benefit obligations		0.74	(4.62)
Income Tax relating to this item		-	-
Changes in fair value of FVOCI equity instruments		(0.03)	3.12
		0.71	(1.50)
Other comprehensive income for the year, net of tax (a+b)		614.14	(4,848.24)
Total comprehensive income for the year		(874.91)	(4,835.41)
Earnings per equity share [Nominal Value Rs.10/- per share (31st March 2021: Rs.10/-)]			
Basic and Diluted earnings per share	45	(11.82)	0.10
Significant Accounting Policies	2		

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.
This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of
H.S.BHATTACHARJEE & CO.
Firm Registration No. 322303E
Chartered Accountants

A. Ray
Partner
Membership No. 57516
Kolkata
Dated : 17th November, 2023

For and on behalf of the Board of Directors

Sutanu Sinha
Resolution Professional
IP Registration No:
IBBI/IPA-003/IP-N00020/2017-18/10167

Balkrishan Das Mundhra
Chairman & Director
(Suspended)
DIN : 00013125

Sohini Shukla
Company Secretary
(Membership No. : A48409)

Sudarshan Das Mundhra
Managing Director & CFO
(Suspended)
DIN : 00013158

All amounts in Rs. Lakhs

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
A CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before Tax	(1,544.31)	5.32
Adjustments for :		
Depreciation and Amortisation Expenses	630.25	1,032.41
Finance Cost	265.41	168.20
Dividend received	(0.04)	(0.04)
Interest Income	29.82	28.13
(Profit)/Loss on Disposal of Fixed Asset	(5.48)	(4.20)
(Profit)/Loss on sale of shares / investments	-	13.37
Allowance for Expected Credit Loss	486.86	336.36
Fair value gain from financial assets measured at FVPL	-	(5.84)
Liabilities no longer required written back	(6.80)	(0.39)
Exchange (Gain) / Loss on non Integral branch	613.43	(4,846.74)
Provision for employee benefits	0.71	(1.50)
	2,014.16	(3,280.24)
Operating Profit before Working Capital Changes	469.86	(3,274.92)
Change in operating assets and liabilities		
(Decrease) / Increase in Trade and other payables	(1,100.60)	(59,653.18)
(Increase) / Decrease in Trade and other receivables	(1,041.42)	40,852.31
(Increase) / Decrease in Non- current Assets	3,134.21	16,711.73
(Increase) / Decrease in Inventories	67.19	4,350.40
	1,059.38	2,261.26
Cash generated from operations	1,529.23	(1,013.66)
Income Taxes Paid / (Refund)	(108.50)	(441.87)
Net Cash (used in) / generated from operating activities	1,420.73	(1,455.54)
B CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of Investments	496.41	86.64
Purchase of Property, plant and equipment	5.56	775.21
Dividend received	0.04	0.04
Interest received	(29.82)	(28.13)
Profit on Disposal of Fixed Asset	5.48	4.20
Profit on sale of shares / investments	-	(13.37)
Net Cash (used in) / generated from Investing Activities	477.67	824.58
	1,898.41	(630.96)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Non-current borrowings	-	-
Intercompany loans and advances (incl. deposits)	(2,019.73)	(811.06)
Proceeds from short term borrowings	391.71	1,589.67
Finance cost paid	(265.41)	(168.20)
Net Cash (used in) / generated from Financing Activities	(1,893.43)	610.41
Net increase / (decrease) in cash and cash equivalents	4.98	(20.55)
Cash and Cash Equivalents at the beginning of the year	56.85	77.40
Cash and Cash Equivalents at the end of the year	61.84	56.85

Reconciliation of cash and cash equivalents as per cash flow statement

Description	As at 31st March, 2022	As at 31st March, 2021
Cash and Cash Equivalents (Refer Note 9)		
Balances with Banks		
in Current Accounts	61.84	56.85
in EEFC accounts	-	-
Cheque on hand	-	-
Deposits with maturity of less than three months	-	-
Total :-	61.84	56.85

Notes :

The above cash flow statement is prepared as per "indirect method" as set out in Ind AS 7 "Statement of Cash Flows"

The above cash flow statement should be read in conjunction with the accompanying notes.

This is the Cash flow Statement referred to in our report of even date.

For and on behalf of

H.S.BHATTACHARJEE & CO.
Firm Registration No. 322303E
Chartered Accountants

A. Ray
Partner
Membership No. 57516
Kolkata
Dated : 17th November, 2023

For and on behalf of the Board of Directors

Sutanu Sinha
Resolution Professional
IP Registration No:
IBBI/IPA-003/IP-N00020/2017-18/10167

Balkrishan Das Mundhra
Chairman & Director
(Suspended)
DIN : 00013125

Sohini Shukla
Company Secretary
(Membership No. : A48409)

Sudarshan Das Mundhra
Managing Director & CFO
(Suspended)
DIN : 00013158

STATEMENT OF CHANGES IN EQUITY
for the year ended 31st March, 2022

A. Equity Share Capital :-

Rs. in Lakhs

	Notes	Amount
As at 1st April 2020		1,260.04
Changes in Equity Share Capital		-
As at 31st March 2021	14	1,260.04
Changes in Equity Share Capital		-
As at 31st March 2022	14	1,260.04

B. Other Equity :-

Rs. in Lakhs

Description	Notes	Reserves and Surplus (Refer Note 15)			Other Reserves		Total Other Equity
		Securities Premium Reserve	General Reserve	Retained Earnings	FVOCI - Equity Instruments	Foreign Currency Translation Reserve	
Balance as at 1st April 2020		8,395.94	5,012.59	(3,599.54)	0.66	2,547.97	12,357.63
Profit for the Year		-	-	12.83	-	-	12.83
Other Comprehensive income for the year		-	-	(4.62)	3.12	(4,846.74)	(4,848.24)
Transactions with owners in their capacity as owners							
Dividend		-	-	-	-	-	-
Other Transactions		-	-	-	-	-	-
Dividend Distribution Tax		-	-	-	-	-	-
Transfer to General Reserve		-	-	-	-	-	-
Transfer to Debenture redemption Reserve		-	-	-	-	-	-
Transfer from foreign currency Monetary item		-	-	-	-	-	-
Translation difference Account (net)		-	-	-	-	-	-
Balance as at 31st March 2021		8,395.94	5,012.59	(3,591.33)	3.78	(2,298.76)	7,522.22
Balance as at 1st April 2021		8,395.94	5,012.59	(3,591.33)	3.78	(2,298.76)	7,522.22
Profit for the Year		-	-	(1,489.05)	-	-	(1,489.05)
Other Comprehensive income for the year		-	-	0.74	(0.03)	613.43	614.13
Transactions with owners in their capacity as owners							
Dividend		-	-	-	-	-	-
Other Transactions		-	-	-	-	-	-
Dividend Distribution Tax		-	-	-	-	-	-
Transfer to General Reserve		-	-	-	-	-	-
Transfer to Debenture redemption Reserve		-	-	-	-	-	-
Transfer from foreign currency Monetary item		-	-	-	-	-	-
Translation difference Account (net)		-	-	-	-	-	-
Balance as at 31st March 2022		8,395.94	5,012.59	(5,079.64)	3.75	(1,685.34)	6,647.31

This is the statement of Changes in Equity referred to in our report of even date.
The above statement of Changes in Equity should be read in conjunction with the accompanying notes.

For and on behalf of
H.S.BHATTACHARJEE & CO.
Firm Registration No. 322303E
Chartered Accountants

A. Ray
Partner
Membership No. 57516
Kolkata
Dated : 17th November, 2023

For and on behalf of the Board of Directors

Sutanu Sinha
Resolution Professional
IP Registration No:
IBBI/IPA-003/IP-N00020/2017-18/10167

Balkrishan Das Mundhra
Chairman & Director
(Suspended)
DIN : 00013125

Sohini Shukla
Company Secretary
(Membership No. : A48409)

Sudarshan Das Mundhra
Managing Director & CFO
(Suspended)
DIN : 00013158

All amounts Rs. in Lakhs, unless otherwise stated)

1. Corporate Information

Simplex Projects Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India. The Company is primarily engaged in Engineering and Construction activities in India and abroad. The Company focuses on construction of Bridges for Railways, Industrial Projects, Urban Infrastructure and Automated Parking projects.

2. DISCLOSURE OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE ACCOUNTS AS AT 31ST MARCH, 2021

This Note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements.

2.1 Basis of Preparation of Financial Statements

i) Compliance with Ind AS

These financial statements have been prepared to comply in all material aspects with Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act. Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle which is more than 12 months considering the average project period in respect of its construction business and 12 months in respect of its other business and other criteria set out in the Schedule III of the Act.

ii) Historical Cost Convention

These financial statements have been prepared on a historical cost basis except for the following assets and liabilities which have been measured at fair value amount:-

– Certain Financial assets and liabilities

– Defined benefit plans – Plan Assets

iii) Items reported in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements of the company are presented in Indian Rupee (R) which is the functional and presentation currency of the company.

2.2 Segment Reporting

The Company's operating segment are established on the basis of those components of the Company that are evaluated regularly by the 'Chief Operating Decision Making Group'(CODMG) as defined Ind-AS108 –'Operating Segments', in deciding how to allocate resources and in assessing performance. CODMG examines the Company's performance both from business and geographical perspective and has considered business segment has primary segment for disclosure.

2.3 Property, Plant and Equipment.

All items of property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The Carrying amount of any component accounted for as a separate asset is de-recognized when replaced. All other repair and maintenance are charged to Profit and loss during the reporting period in which they are incurred.

The items of property, Plant and equipment which are not yet ready for use are disclosed as Capital work-in-progress and are carried at cost.

An asset's carrying amount written down immediately to its recoverable amount if the asset's carrying is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit or loss within "Other Income/Expense."

Depreciation Methods, estimated useful lives and residual value

Depreciation is calculated using straight line method to allocate their cost, net of their residual values on the basis of useful lives prescribed in schedule II to the Act. In respect of the following assets, useful lives different from schedule II have been considered on the basis of technical evaluation:

Assets Category	Life
Plant and Machinery	12-15 Years
Trucks	8 Years
Motor Vehicles	8 Years
Computers	6 Years
Furniture and Fixtures	10 Years
Office Equipments	5 Years

2.4 Impairment of Non-Financial Assets (including Property, Plant & Equipment)

The Company assesses at each reporting date as to whether there is any indication that any non-financial asset or group of assets, identified as Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any.

An impairment loss is recognized in the Statement of Profit & Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.5 Inventories

Raw material, stores, work-in-progress and traded goods are stated at the lower of cost under FIFO method and net realizable value. Cost of inventories comprises all cost of purchase and other cost incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

2.6 Financial Instruments

(i) Financial Assets

A. Initial Recognition and Measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through Profit or Loss, are adjusted to the fair value on initial recognition.

B. Subsequent Measurement

Financial Assets are subsequently classified as measured at

- **Amortized Cost:** A Financial Asset is measured at amortized cost if it is held within a business model whose objective is to hold the assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on the specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Fair value through Other Comprehensive Income (FVOCI) – A financial assets is measured at FVOCI is it is held within a business model whose objects is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on the specified dates to cash flows that are payments of principal and interest on the principal amount outstanding.
- Fair Value through Profit or Loss (FVPL): a Financial Assets which is not classified in any of the above categories are measured at FVPL.

C. Investments in Associates

Investments in associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

D. Disposal of investment in subsidiary

On disposal of investments in subsidiary the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

During the year the Company disposed off its investments in subsidiary at cost resulting in no profit or loss.

E. Other Equity Instrument

Equity instruments which are held for trading are required to measure at FVPL. All other equity instrument are initially measured at fair value, with value changes recognized in As statement of Profit and Loss, except for those equity investments for the Company has elected to present the value changes in “Other Comprehensive Income”.

For Investment in quoted equity instruments the Company has made an irrevocable election at the time of initial recognition to account for equity instruments at FVOCI. The Company makes such election on an instrument by instrument basis. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognized in OCI are non-subsequently reclassified to the statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as ‘Other Income’ in the statement of Profit and Loss.

F. Impairment of financial assets and contract assets

In accordance with Ind AS 109, the Company uses ‘Expected Credit Loss’ (ECL) model, for evaluating impairment of Financial Assets other than those measured at FVPL and contract assets.

Expected credit losses are measured through a loss allowances at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument), as applicable.

The Company assesses on a forward looking basis the expected credit losses associated with its financial and contract assets considered for ECL. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables and contract assets only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

ECL allowances (or reversal) recognized during the period is recognized as expense/income in the Statement of Profit and Loss.

(ii) Financial Liabilities**A. Initial Recognition and Measurement**

All Financial liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognized in the statement of Profit and Loss as finance cost.

B. Subsequent Measurement

Financial Liabilities are carried at amortized cost using the effective interest method.

For trade and other financial liabilities maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(iii) Derecognition of Financial Instruments

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the financial asset expire or it transfer the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial liability (or a part of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.7 Cash and bank Balances

Cash and Bank balances as indicated in the Cash Flow Statement comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.8 Employee Benefits

i) Short term benefits

Short terms employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

ii) Post employment benefits

Post employment benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation technique. Actuarial gains and losses in respect of post employment benefits are charged to profit and loss account.

2.9 Provision and Contingent Liabilities

Provisions are recognised when the company has a present or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and the amount can be reliably estimated.

Contingent Liability is not recognised. However, a disclosure for a contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

2.10 Revenue Recognition

i. Revenue from Construction Contracts

Contract Revenue is recognized under 'percentage-of-completion method'. Use of the 'percentage-of-completion method' requires the Company to measure the efforts or costs expended to date to the satisfaction of a performance obligation as a proportion of the total expected efforts or costs to be expended to the satisfaction of that performance obligation over the time. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Costs incurred in the year in connection with future activity on contract are excluded from contract costs in determining the stage of completion.

Further, the Company uses significant judgments while determining the transaction price allocated to performance obligation using the expected cost plus margin approach.

When it is possible that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of contract costs incurred that are likely to be recoverable.

Variations in contract work, claims and incentive payments are included in contract revenue only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and are capable of being reliably measured.

ii. Other Revenue

A. Interest Income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of a financial asset. When calculating the effective interest rate, the entity estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, pre-payment, extension and similar options) but does not consider the expected credit losses.

B. Dividends

Dividends are recognized in Profit & Loss only when the right to receive payment is established, it is probable that the economic benefits associated with dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.11 Borrowing Cost

Borrowing costs, attributable to acquisition and construction of qualifying assets, are capitalized as a part of the cost of such asset up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the profit and loss account. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.12 Foreign Currency transactions

i) Functional and presentation currency

Items reported in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements of the Company are presented in Indian Rupee (R) which is the functional and presentation currency of the Company.

ii) Transaction and balances

Foreign currency transactions are translated into the functional currency at the reporting date using the exchange rates at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss. They are deferred in equity if they are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the Company's net investment in that foreign operation.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

2.13 Foreign Operation

The result and financial position of foreign operation (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Balance Sheet.
- Income and Expenses are translated at average exchange rates (unless this is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transaction), and
- All resulting exchange differences are recognized in Other Comprehensive Income.

2.14 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred Tax liability is recognized being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

2.15 Earnings per share

Earnings per shares are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit and loss for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, if any.

For the purpose of calculating diluted earnings per share, the net profit and loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2A Critical estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgment and assumptions which affect the reported amount of assets, liabilities, revenue and expenses and the accompanying disclosures. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been discussed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which such changes are made.

- a. Depreciation/ Amortization and useful lives of Property, Plant and Equipment: **Refer Note – 2.3, 2.4 & 3.**
- b. Revenue Recognition: **Refer Note 2.10.**
- c. Provisions: **Refer Note 2.9.**
- d. Impairment of Financial Assets and contract Assets: **Refer Note 2.6(F).**
- e. Impairment of Non-Financial Assets: **Refer Note 2.4.**



Note 3 : Property, plant and equipment and Capital Work-in - Progress

Description	Freehold Land	Plant & Machinery	Other Plants	Pile Frame	Winch and Engine	Tools and Implements	Cranes	Computer & Printer	Furniture & Fittings	Motor Car	Trucks	Two Wheeler	Office Equipment	Air Conditioner	Total of Property, plant and equipments
Year ended 31st March, 2021															
Gross carrying amount		971.87	2,571.07	1,361.64	24.34	34.77	96.39	11.78	98.60	79.35	469.16	2.43	3.75	0.51	5,725.66
Deemed cost as at 1st April, 2020		-476.65	-7.78			-1.17	-3.52	-2.50	-32.74	-25.34	-230.40				-780.10
Exchange differences										15.52					15.52
Addition during the year			29.37	11.60	1.93				0.24						43.14
Disposals															
Transfers															
Closing Gross carrying amount	-	495.22	2,533.91	1,350.04	22.41	33.60	92.87	9.28	65.86	69.29	238.76	2.43	3.75	0.51	4,917.94
Accumulated Depreciation															
Depreciation charged during the year		295.50	1,188.33	536.46	10.97	16.33	30.89	0.91	32.81	33.29	131.41	0.92	1.42	0.51	2,279.76
Disposals															
Exchange differences															
Closing accumulated depreciation	-	295.50	1,188.33	536.46	10.97	16.33	30.89	0.91	32.81	33.29	131.41	0.92	1.42	0.51	2,279.76
Net carrying amount	-	199.72	1,345.60	813.59	11.44	17.27	61.94	8.37	33.06	36.01	107.33	1.50	2.33	0.00	2,638.16
Year ended 31st March, 2022															
Gross carrying amount		485.22	2,533.91	1,350.04	22.41	33.60	92.87	9.28	65.86	69.29	238.76	2.43	3.75	0.51	4,917.94
Opening Gross carrying amount			10.95												10.95
Exchange differences															1.89
Addition during the year			12.10					1.89	2.13	0.29					14.51
Disposals															0.00
Transfers															
Closing Gross carrying amount	-	495.22	2,532.76	1,350.04	22.41	33.60	92.87	11.17	63.74	69.00	238.76	2.43	3.75	0.51	4,916.26
Accumulated Depreciation															
Opening accumulated depreciation		295.50	1,188.33	536.46	10.97	16.33	30.89	0.91	32.81	33.29	131.41	0.92	1.42	0.51	2,279.76
Depreciation charged during the year		30.35	320.92	239.82	2.47	4.09	12.80	0.33	6.77	4.45	11.66	0.43	0.03		634.11
Disposals															
Exchange differences															
Closing accumulated depreciation	-	325.86	1,509.25	776.28	13.44	20.42	43.69	1.24	39.58	37.73	143.07	1.36	1.45	0.51	2,913.88
Net carrying amount	-	169.36	1,023.53	573.77	8.97	13.18	49.14	9.93	24.17	31.28	95.67	1.06	2.30	0.00	2,002.35

Note 3A : Capital Work- in - Progress

Rs. in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Capital Work-in-progress	1894.01	1894.01
Total :-	1894.01	1894.01

(a) Capital Work-in-Progress (CWIP) ageing Schedule :

As at 31st March, 2022	Amount in CWIP for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	-	-	-	1,894.01	1,894.01
Total	-	-	-	1,894.01	1,894.01

As at 31st March, 2021	Amount in CWIP for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	-	-	-	1,894.01	1,894.01
Total	-	-	-	1,894.01	1,894.01

(b) Capital Work-in-Progress (CWIP) for which completion is overdue compared to its original plan :

As at 31st March, 2022	To be completed in			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
Projects in progress	-	-	1,894.01	-
Total	-	-	1,894.01	-

As at 31st March, 2021	To be completed in			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
Projects in progress	-	-	-	1,894.01
Total	-	-	-	1,894.01

Note 4 : Non Current Investments

Rs. in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Investments (At cost):		
Unquoted		
Investment in equity instruments in Associates :		
1315800 Fully Paid-up Equity Shares of Rs.10 each in Simpark Infrastructure Pvt Ltd.	-	496.35
Other entities :-		
195100 Fully Paid-up Equity Shares of Rs. 10 each in Simplex Agri Infra Services Pvt Ltd.(Previous Year : 1005100 Fully Paid-up Equity Shares of Rs. 10 each)*	19.51	19.51
10500 Fully Paid-up Equity Shares of Rs.10 each in Geo.Miller & Co. Ltd	-	-
5000 Fully paid equity shares of Simplex Projects Road & Highway construction Pvt. Ltd.	0.50	0.50
Investment in partnership firms (Refer Note below)	13.53	13.53
Sub-Total :-	33.54	529.92
Quoted		
1600 Fully Paid-up Equity Shares of Rs. 10 each in Uco Bank	0.19	0.18
402 Fully Paid-up Equity Shares of Rs. 2 each in Bank of Baroda	0.45	0.30
500 Fully Paid-up Equity Shares of Rs. 2 each in Indraprasth Gas Ltd	1.87	2.55
88 Fully Paid-up Equity Shares of Rs. 1 each in Tata Consultancy Services Ltd	3.29	2.80
Sub-Total :-	5.80	5.83
Total :-	39.34	535.75
Aggregate amount of Unquoted investments	33.54	529.92
Aggregate amount of Quoted investments and market value thereof	5.80	5.83
Aggregate amount of impairment in value of investments	-	-

Note: Other details relating to investment in partnership firms

	Name of the firm	Share of each partner in the profits of the firm	Share of each partner in the profits of the firm
1	Simplex Projects (Netherlands) Co-operative U.A.	1%	1%

(i)	The Company has a co-operative incorporated under the laws of Netherland, by the name of Simplex Projects (Netherlands) Co-operative U.A., in partnership with M/s Simplex fiscal Holdings Pvt. Ltd. The profit and loss sharing of the co-operative between the company and its partner is in the ratio of 99:1. As the co-operative is yet to commence its business, the entire expenses have been taken as pre-operative expenses.
(ii)	These investments in equity instruments are not held for trading instead they are held for medium or long-term strategic purpose. Upon the application of IND-AS 109, the company has chosen to designate these investments in equity instruments as at FVOCI as the management believe that this provides a more meaningful presentation for medium or long term strategic investments than reflecting changes in fair value immediately in Profit or loss. The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated with in the FVOCI equity investments reserve within equity.
(iii)	1509500 fully paid up equity shares of Simpark Infrastructure Pvt Ltd already sold out but lying/showing in Demat account of the company as the account has been freezed in terms of the order of The Assistant Commissioner of State Tax, Ahemadabad. The transfer from the Demat account shall be done upon the withdrawl of the freezing order.

Note 5 : Non Current Financial Assets

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Security Deposits	111.12	175.30
Deposit for Contract	379.83	479.83
Long Term Deposit with Banks with Maturity Period More than 12 Months	217.53	306.01
Total :-	708.48	961.14

Note 6 : Other Non Current Assets

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Advance Against Subsidiary	-	-
Advance against Projects	78.85	78.85
Total :-	78.85	78.85

Note 7 : Inventories

Rs. in Lakhs

Description	As at 31st March, 2021	As at 31st March, 2020
At lower of cost and net relisable value		
Raw Materials :-		
At Sites	802.01	886.89
At Stores	1,759.81	1,743.72
Goods-in-transit	175.49	173.88
Total :-	2,737.31	2,804.50

Note 8 : Trade Receivables

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
(Unsecured, considered good)		
Trade Receivables		
Considered Good		
SUNDRY DEBTORS	72,424.77	71,722.71
Less: Allowance for Expected Credit Loss	(242.14)	(94.64)
Receivables from related parties		
Considered Good	-	-
Total :-	72,182.63	71,628.07

Sundry Debtors include overdue amount aggregating to Rs. **14729.44** Lakhs (Previous Year - Rs.9703.59 Lakhs) that are under arbitration. However, the same is considered good by the management, based on the opinion obtained and the earlier experiences on realization. No provision in this regard is considered necessary by the management.

Note 9 : Cash and Cash Equivalents

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Cash and Cash Equivalents		
Balances with Banks		
in Current Accounts	61.84	56.85
Cheque on hand	-	-
Deposits with maturity of less than three months	-	-
Total :-	61.84	56.85

Note 10 : Bank Balances other than (iii)above

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
In Unpaid Dividend Account	-	-
In deposit accounts with maturity less than 12 months		
Balances with Banks outside India*	5.09	5.04
Cash on hand	62.45	54.37
Margin Money with Bank	28.31	184.96
Total :-	95.85	244.37

*** Note:**

Balances with Banks outside India comprise of the following:-

Name of the Bank	As at 31st March, 2022	As at 31st March, 2021
First Gulf Libyan Bank	4.65	4.61
Sahara Bank, Libya	0.13	0.13
First Gulf Bank, Dubai	0.27	0.26
Gulf Bank, Kuwait	0.04	0.04
Total :-	5.09	5.04

- (i) Fixed Deposits Rs. 28.31 Lakh (Previous Year – Rs. 184.96 Lakh) are not in possession of the company as they have been lodged as security deposit with clients / Banks.
- (ii) Fixed Deposits with maturity of more than 12 months shown under 'Other non current assets'

Trade Receivable ageing schedule :

As at 31st March, 2022	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 month to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
Undisputed - Considered Good	-	-	-	12.86	79.56	4,514.46	4,606.88
Undisputed - Credit Impaired	-	-	-	-	-	242.14	242.14
Disputed - Considered Good	-	-	-	-	-	17,099.76	17,099.76
Disputed - Credit Impaired	-	-	-	-	25,644.03	31,115.54	56,759.57
							78,708.35
Less: Allowance for Expected Credit Loss							242.14
Total							78,466.21

As at 31st March, 2021	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 Months	6 month to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
Undisputed - Considered Good	-	203.60	107.66	22.70	122.54	4,150.38	4,606.88
Undisputed - Credit Impaired	-	-	-	-	-	141.64	141.64
Disputed - Considered Good	-	-	-	-	627.53	16,576.55	17,204.08
Disputed - Credit Impaired	-	-	-	24,845.24	-	31,141.69	55,986.93
							77,939.53
Less: Allowance for Expected Credit Loss							141.64
Total							77,797.89

Note 11 : Other Current Financial Assets

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Unsecured considered good		
Advances recoverable in cash		
Loan/Advance given to parties		
Others	2,718.16	2,284.52
Accrued Interest on Deposits with Banks and Others	9.51	357.39
Total :-	2,727.67	2,641.91

Note 12 : Current Tax Assets (Net)

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Advance Income Tax (net of provisions)	85.48	-
Total :-	85.48	-

Note 13 : Other Current Assets

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Unsecured considered good		
Advances to employees ([Refer Note (i) below])	70.11	92.91
Less: Allowance for Expected Credit Loss	-	-
Prepaid Expenses	5.23	5.96
Balances with government authorities (Statutory Advances)		
VAT credit receivable	5.87	98.54
GST credit receivable	1,355.09	1,235.40
Service Tax credit receivable	7.93	7.93
Deferred Tax Assets	1,407.61	1,623.14
Other Advance	506.89	366.49
Contract Assets		
Retention Money on Construction Contracts	6,283.60	6,216.82
Less: Allowance for Expected Credit Loss	-	(47.00)
Unbilled Revenue for Construction Contracts [Note (ii)]	47,121.43	49,902.54
Less: Allowance for Expected Credit Loss	(244.71)	(194.72)
Total :-	56,519.05	59,308.00

Note:

- (i) Employee advance have been shown net of credit balance of Rs. 3.02 Lakhs.
- (ii) Unbilled Revenue include overdue amount aggregating to **Rs. 5799.74** lakhs (Previous Year - Rs. 3935.58 lakhs) that are under arbitration. However, the same is considered good by the management, based on the opinion obtained and the earlier experiences on realization. No provision in this regard is considered necessary by the management.

Note 14 : Equity Share Capital

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
(a) Authorised : 15000000 Equity shares of Rs. 10/- each with voting rights	1,500.00	1,500.00
	1,500.00	1,500.00
(b) Issued, Subscribed and fully paid up 12600378 Equity shares of Rs. 10/- each with voting rights	1,260.04	1,260.04
Total :-	1,260.04	1,260.04

(I) Details of shares held by each shareholder holding more than 5% shares:

Rs. in Lakhs

Class of shares / Name of shareholder	As at 31st March, 2022	As at 31st March, 2021
Equity shares with voting rights		
Kirti Vinimay Private Limited	5,002,603 39.70%	5,002,603 39.70%
Jemtech Engineering Private Limited	1,171,572 9.30%	1,171,572 9.30%

(ii) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each share holder is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. No dividend is proposed by the Board of Directors of the Company for the current year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 15 : Other Equity

Rs. in Lakhs

Description	Refer following items	As at 31st March, 2022	As at 31st March, 2021
(i) Reserve and Surplus			
Securities Premium Reserve	(a)	8,395.94	8,395.94
General Reserve	(b)	5,012.59	5,012.59
Retained earnings	(c)	(5,079.64)	(3,591.33)
Total		8,328.89	9,817.20
(ii) Other Reserves			
FVOCI Equity instruments		3.75	3.78
Foreign Currency translation Reserve		(1,685.33)	(2,298.76)
Total		(1,681.58)	(2,294.98)
Total Other Equity (i + ii)		6,647.31	7,522.22

Description	As at 31st March, 2022	As at 31st March, 2021
(a) Securities Premium Reserve - Balance at the beginning and end of the year	8,395.94	8,395.94
(b) General Reserve		
Balance at the beginning of the year	5,012.59	5,012.59
Add : Transferred from Retained Earnings	-	-
Balance at the end of the year	5,012.59	5,012.59
(c) Retained Earnings		
Balance at the beginning of the year	(3,591.33)	(3,599.54)
Profit for the year	(1,489.05)	12.83
Remeasurement of post-employment benefit obligations	0.74	(4.62)
Balance at the end of the year	(5,079.64)	(3,591.33)
Total :-	8,328.89	9,817.20

Description	FVOCI - Equity Instruments	Foreign Currency Translation Reserve	Total Other reserves
As at 31st March, 2020	0.66	2,547.98	2,548.64
Changes in fair value of FVOCI- Equity instruments	3.12	-	3.12
Exchange difference on translation of foreign operation		(6,549.65)	(6,549.65)
Income Tax relating to this item	-	1,702.91	1,702.91
As at 31st March, 2021	3.78	(2,298.76)	(2,294.98)
Changes in fair value of FVOCI- Equity instruments	(0.03)	-	(0.03)
Exchange difference on translation of foreign operation		828.96	828.96
Income Tax relating to this item	-	(215.53)	(215.53)
As at 31st March, 2022	3.75	(1,685.33)	(1,681.59)

Nature and purpose of Reserves

Securities Premium Reserve : The amount received from share holders in excess of face value of the equity shares is recognised in Securities Premium Reserve and will be utilised as per provisions of the Companies Act, 2013

General Reserve : The Company has transferred a portion of the net profit of the company before declaring to dividend to General Reserve pursuant to the earlier provisions of companies act, 1956. Mandatory transfer to General Reserve is not required under the companies act, 2013. General Reserve will be utilised as per provisions of the companies act, 2013.

FVOCI-Equity Instruments : The company has elected to recognise changes in the fair value of certain investments in equity securities through other comprehensive income. These changes are accumulated within the FVOCI-Equity Instruments reserve within equity. Transfer of amounts from this reserves to retained earnings are effected when the relevant equity securities are de-recognised.

Foreign Currency Translation Reserve : Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income and accumulated in a foreign currency translation reserve within equity. The cumulative amount of foreign currency translation reserve is re classified to profit or loss when the net investment is disposed-off.

Note 16 : Non Current Borrowings

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Secured Borrowings		
From Other parties	-	-
Total :-	-	-

Note 17 : Non Current Provisions

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Provision for Employee Benefits		
Leave Encashment	40.58	9.66
Gratuity	96.48	95.65
Total :-	137.06	105.32

Note 18 : Deferred Tax Liabilities (Net)

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
MAT Credit Entitlement	(232.56)	(232.56)
Liability on account of difference in value of Assets as per books and tax Laws	562.24	617.50
Total :-	329.69	384.93

Note 19 : Other Non current liabilities

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Trade / Security Deposits received	2,912.95	2,413.04
Contract Liabilities		
Advance from Customers	27,202.77	26,931.34
Total :-	30,115.72	29,344.38

Note 20 : Current Borrowings

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
A. Secured Borrowings		
Term Loans from Banks	1,391.23	1,391.23
Working Capital Loans repayable on demand from Banks	75,508.54	75,228.15
Sub-Total	76,899.77	76,619.38
B. Unsecured Borrowings		
Intercompany Deposit (repayable on demand)	2,519.36	2,408.04
Sub-Total	2,519.36	2,408.04
C. Current Maturities of long-term debts	-	-
Total :-	79,419.13	79,027.42

Notes to Current Borrowings:-

- (i) Working Capital Loan from Banks are secured by hypothecation of stocks, work-in-progress and book debts and also charges of certain moveable plant & machinery ranking pari-passu with the banks.
- (ii) Term Loan from Banks are secured by Hypothecation of specific assets comprising of Plant & Machinery, Construction Equipment and Vehicles acquired out of the said Loans repayable in EMIs along with Interest ranging from 8% to 12% p.a. at a specified date for specific assets. Average tenure of each loan is 36 months.

Note 21 : Trade Payables

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Acceptances	-	-
Other Trade Payables to other parties	16,195.51	18,067.45
Total :-	16,195.51	18,067.45

- i) Payment against supplies from micro enterprises and small enterprises are made in accordance with the agreed credit terms and to the extent ascertained from available information, there was no amount due as on 31.03.2022.
- ii) Trade payable have been shown net of advances of **Rs.11145.54 Lakhs** (Previous Year: Rs. 11337.92 Lakhs) paid to suppliers and sub contractors.

Note 22 : Other Current Financial Liabilities

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Current maturities of long term debts*	421.36	421.36
Unpaid matured long term debt	289.33	289.33
Interest accrued and due on borrowings	235.83	601.45
Unclaimed dividends	-	-
Liability for expenses and obligations	1,204.36	1,079.17
Total :-	2,150.88	2,391.32

*Note: Current maturities of long term debts

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Term loans		
From Banks, Secured	-	-
From other parties, Secured	421.36	421.36
Total :-	421.36	421.36

Note 23 : Other Current Liabilities

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
<u>Contract Liability</u>		
Advance from Customers	531.39	2,271.77
<u>Others</u>		
Statutory Dues (Contributions to PF and ESIC, Service Tax, GST etc)	2,222.05	1,833.91
Trade / Security Deposits received	-	404.10
Total :-	2,753.44	4,509.79

Note 24 : Current Provisions

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Provision for employee benefits :		
Exgratia	124.09	124.09
Leave encashment	-	31.66
Total :-	124.09	155.75

Note 24A : Current Tax Liabilities (Net)

Rs. in Lakhs

Description	As at 31st March, 2022	As at 31st March, 2021
Advance Income Tax (net of provisions)	-	23.02
Total :-	-	23.02

Note 25 : Revenue from Operations

Rs. in Lakhs

Description	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Construction Contract Works		
Gross Billing	4,174.96	7,828.92
Add :Accretion/(Decretion) in Work in Progress	10.18	8,946.96
	4,185.14	16,775.88
Sale of Trading Goods	-	-
Total :-	4,185.14	16,775.88

Gross Billing includes Rs.1807.77 lacs on account of bills submitted but not certified as on the Balance Sheet date.

Gross Billing also includes an amount of Rs.3321.01 lacs against certified work done on "debitable basis". Thus, liability for GST does not arise on us on this work.

Note 26 : Other Income

Rs. in Lakhs

Description	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Dividend Income from Equity Instruments	0.04	0.04
Interest Income from Fixed Deposits	29.82	28.13
Excess Provision written back	6.80	0.39
Fair value gain from financial assets measured at FVPL	-	5.84
Profit on Sale of Scrap	-	4.20
Profit on Disposal of Fixed Assets	5.48	-
Profit on sale of shares	-	(13.37)
Hire Charges on Plant & Machinery	-	31.42
Total :-	42.14	56.65

Note: Interest on Fixed Deposits with Banks and laying with other party (as EMD) has not been considered as income.

Note 27 : Cost of Material Consumed

Rs. in Lakhs

Description	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening Stock	2,630.61	6,586.52
Add : Purchases	3,360.15	2,860.89
	5,990.76	9,447.41
Less : Closing Stock	2,561.82	2,630.61
Total :-	3,428.94	6,816.80

Note 28 : Cost of subcontracting, other site and Trading expenses

Rs. in Lakhs

Description	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Subcontracting Expenses	663.26	7,589.35
Other site Expenses	105.24	778.57
Total :-	768.50	8,367.93

Note 29 : Employee benefits expenses

Rs. in Lakhs

Description	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Salaries and wages	165.56	202.96
Contributions to provident and other funds	8.94	2.72
Staff welfare expenses	1.83	2.88
Total :-	176.33	208.56

Note 30 : Finance costs

Rs. in Lakhs

Description	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Interest expenses on Borrowings	265.41	168.21
Other Borrowing costs	-	-
Total :-	265.41	168.20

Note 31: Other Administrative Expenses

Rs. in Lakhs

Description	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Rent	29.98	29.82
Repairs and maintenance:		
Others	2.85	11.11
Buildings	1.34	2.53
Insurance	7.00	6.99
Rates and Taxes	2.09	0.16
Travelling and Conveyance	30.82	25.04
Motor Vehicles Expenses	13.88	13.78
Stores and Godown Expenses	5.13	0.01
Legal and professional	41.47	62.74
Bank Charges	0.40	16.17
Payments to auditors (Refer Note below)	5.76	6.26
Loss on disposal of property, plant & equipment	4.61	-
Loss on sale of shares	298.98	-
Bad Debts / Advances written off	14.18	10.62
Miscellaneous expenses	43.67	48.08
Total :-	502.16	233.32

Notes: Payments to Auditors

Rs. in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Payments to the auditors:		
For Statutory audit	5.68	5.68
For Tax Audit	0.58	0.58
Total :-	5.76	6.26

(All amounts Rs. in Lakhs, unless otherwise stated)

32. The Company, pursuant to the order No. CP (IB) /56(KB)2019 dated 27 April 2022, passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, on an application filed under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC"), by one of the financial creditors, have been admitted under Corporate Insolvency Resolution Process.

In terms of the said order, Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) was appointed as Interim Resolution Professional of the Company and was later confirmed as Resolution Professional of the Company (Corporate Debtor), by the Committee of Creditors ("CoC") of the Corporate Debtor, on 27 June 2022.

The Company is currently undergoing the corporate insolvency resolution process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016.

33. Shareholding of Promoters

Shares held by promoters at the end of the year	As at 31st March, 2022		As at 31st March, 2021		
	Promoter Name	No. of Shares	% of Total Shares	No. of Shares	
BALKRISHNA DAS MUNDHRA	425473	3.38	425473	3.38	NIL
SUDARSHAN DAS MUNDHRA	85857	0.68	85857	0.68	NIL

34. Pursuant to the application under section 7 of Insolvency and Bankruptcy Act, 2016 filed by one of Financial Creditors, being C.P (IB) No 56/KB/2019, the National Company Law Tribunal (NCLT), Kolkata Bench, while disposing off, admitted the application vide order dated 27.04.2022 and directed to initiate Corporate Insolvency Resolution Process (CIRP) against the Company. Mr. Sutanu Sinha (IBBI/IPA-003/IP-N00020/2017-18/10167) has been initially appointed as the Interim Resolution Professional (IRP). Upon commencement of CIRP, the powers of the Board of Directors of the Company stand suspended and management of the Company vest in the IRP/Resolution Professional (RP). Committee of Creditors (COC) have been constituted on 27.06.2022 on the basis of collation of all claims by the IRP.
35. The Company's financial performance has been adversely affected, working capital constraints and external factors beyond the Company's control and the Company has not been able to meet its financial commitments /covenants to lenders and various other stakeholders. The Company's ability to continue as a going concern is dependent upon many factors including continued support from the financial creditors, operational creditors, customers, and submission of viable resolution plan by the prospective investor. Under the CIRP, a resolution plan needs to be presented to and approved by the COC and thereafter will need to be approved by the NCLT to keep the Company as going concern. In view of the opinion of the Management resolution and revival of the Company is possible in the foreseeable future. The IRP/RP is expected to make every endeavor to protect and preserve the value of the property of the corporate debtor and manage the operations of the corporate debtor as going concern. Accordingly, the financial statements of the company have been prepared on a going concern basis.
36. There shall be moratorium under section 14 of the Insolvency and Bankruptcy Code, 2016 till the completion of the CIRP or until the Adjudicating Authority approves the resolution plan under sub section (1) of section 31 of the IBC or pass an order for liquidation of Corporate Debtors under section 33 of the IBC, as the case may be. The Company has received regulatory Enquiries /Notices/ Summons /Show-Cause/Demand/ Orders from various government authorities such as Goods and Services Tax, Income Tax. In view of the Company's admission under CIRP all existing civil legal proceedings will be kept in abeyance as moratorium u/s 14 of the Insolvency and Bankruptcy Code, 2016 till the conclusion of CIRP. Therefore, no impact has been considered in these statements as of now.

37. The Company is yet to receive the balance confirmations in respect of certain Sundry Creditors, Sundry Debtors and Loans & advances. The balances are, therefore, as per the books of account only.
38. The Company's cash credit accounts with Bank of Baroda, DBS bank, Yes bank, ICICI, State bank of India, State Bank of Travancore, Axis Bank, IDBI bank & UCO bank & term loan facilities with Kotak Mahindra & ICICI have been classified as Non - performing assets & no provision of interest amounting Rs. 11270.51 lakhs as computed on an approximate basis on cash credit accounts have been made. Also no further provision of interest on term loan from Kotak Mahindra & ICICI has been made.
39. Capital Working Progress amounting to Rs. 1894.01 lakhs which includes Rs.465.29 lakhs pertaining to materials imported and kept at port.
40. The operation of the company's branch at Libya, which was stopped due to prevailing political situation. The Company has signed a supplementary agreement with the Government for realization of dues and resumption of contract. In view of this the amount of dues and assets deployed in Libya are realizable and no provision thereof are required at this stage. The depreciation of **Rs. 44.90 Lakhs** (previous year Rs.225.36 Lakh) relating to the machineries deployed there, have been considered as work-in-progress. However, in view of prolonged uncertainty of resumption the Company has moved an application with the Hon'ble High Court at Delhi for proceeding with Arbitration and has been granted an interim stay for further extension / invocation of Bank Guarantees for the project. The Company has filed a claim of INR 770.00 Crores against State of Libya in International Arbitration.

41. a) Earnings in Foreign Currency:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
On Contract Work (Work Done at Overseas Branch)	NIL	NIL

b) Expenditure in foreign Currency:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Travelling	NIL	NIL

42. Stores consumed:

Particulars	Year ended 31st March, 2022		Year ended 31st March, 2021	
	Value	% of total consumption	Value	% of total consumption
Imported (Into India)	-	-	-	-
Indigenous	3428.94	100	6816.80	100
Total	3428.94	100	6816.80	100

(All amounts Rs. in Lakhs, unless otherwise stated)

43. The Company has recognised, in the statement of Profit and Loss for “Employee Benefits” are given below:

Defined Contribution plan

Contribution to Defined Contribution Plan, recognized /charged off for the year is as under:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Employer’s Contribution to Provident Fund	2.84	3.74
Employer’s Contribution to Superannuation Fund	-	-
Employer’s Contribution to Pension Scheme	3.67	4.85

Defined Benefit Plan

The employees’ gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

a. Reconciliation of opening and closing balances of Defined Benefit obligation

Particulars	Year ended 31st March, 2022		Year ended 31st March, 2021	
	Gratuity Funded (Funded)	Leave Encashment (Unfunded)	Gratuity Funded (Funded)	Leave Encashment (Unfunded)
Defined Benefit obligation at beginning of the year	157.99	41.32	162.66	36.70
Current Service Cost	3.79	1.10	4.85	1.40
Interest Cost	9.78	2.68	9.57	2.23
Actuarial gain/(loss)	(10.15)	(4.51)	(8.99)	0.99
Benefits paid	13.99	-	10.10	-
Defined Benefit obligation at year end	147.41	40.58	157.99	41.32

b. Reconciliation of opening and closing balances of fair value of plan assets.

Particulars	Year ended 31st March, 2022		Year ended 31st March, 2021	
	Gratuity Funded (Funded)	Leave Encashment (Unfunded)	Gratuity Funded (Funded)	Leave Encashment (Unfunded)
Fair value of plan assets at beginning of the year	61.33	-	67.15	-
Expected return on plan assets	3.97	-	4.08	-
Actuarial gain/(loss)	(0.66)	-	0.20	-
Employer contribution	0.28	-	-	-
Benefits paid	13.99	-	(10.10)	-
Fair value of plan assets at year end	50.93	-	61.33	-
Actual return on plan assets	6.48%	-	6.07%	-

c. Reconciliation of fair value of assets and obligations

Particulars	Year ended 31st March, 2022		Year ended 31st March, 2021	
	Gratuity Funded (Funded)	Leave Encashment (Unfunded)	Gratuity Funded (Funded)	Leave Encashment (Unfunded)
Fair value of plan assets	50.93	-	61.33	-
Present value of obligation	147.41	40.58	157.99	41.33
Amount recognized in balance Sheet	(96.48)	(40.58)	(96.66)	(41.33)

(Rs. in Lakhs, unless otherwise stated)

d. Expenses recognized during the year

Particulars	Year ended 31st March, 2022		Year ended 31st March, 2021	
	Gratuity Funded (Funded)	Leave Encashment (Unfunded)	Gratuity Funded (Funded)	Leave Encashment (Unfunded)
Current Service Cost	3.79	1.10	4.85	1.40
Interest Cost	9.78	2.68	9.57	2.23
Expected return on plan assets	3.97	-	4.08	-
Actuarial gain / (loss) recognized in the year	(10.15)	(4.51)	(8.99)	0.99
Net Cost	7.39	(0.73)	(9.51)	4.62

e. Investment Details

Particulars	% invested as at 31st March 2022	% invested as at 31st March 2021
L.I.C. Group Gratuity (Cash Accumulation) Policy	100	100

f. Actuarial assumptions

Particulars	Year ended 31st March, 2022		Year ended 31st March, 2021	
	Gratuity Funded (Funded)	Leave Encashment (Unfunded)	Gratuity Funded (Funded)	Leave Encashment (Unfunded)
Mortality Table (L.I.C.)	IALM (2006-2008) Ultimate		IALM (2006-2008) Ultimate	
Discount rate (per annum)	6.48%	6.48%	6.07%	6.07%
Expected rate of return on plan assets (per annum)	10 per thousand	NA	10 per thousand	NA
Rate of escalation in salary (per annum)	6%	6%	6%	6%
Formula used	Projected Unit Credit Method		Projected Unit Credit Method	

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.


44. Transactions with related parties

	Associates		JV		Entities Control by Directors or relatives of Directors		Relatives of KMP		Key Management Personnel		Post employment benefit plan entity		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Loans and Advances Taken (Repaid) (Net)														
Simpark Infrastructure Pvt. Ltd	38.92	43.79			-	-	-	-	-	-	-	-	38.92	43.79
Balkrishan Das Mundhra	-	-			1,485.79	1,409.24	-	-	-	-	-	-	1,485.79	1,409.24
Jemtec Engineering Pvt Ltd	-	-			53.33	50.80	-	-	-	-	-	-	53.33	50.80
Kirti Vinimay Pvt. Ltd.	-	-			336.32	325.00	-	-	-	-	-	-	336.32	325.00
Loans given/repaid														
Simpark Infrastructure Pvt. Ltd	-	-			-	-	-	-	-	-	-	-	-	-
Simplex Agri-Infra Services Pvt Ltd	-	-			-	-	-	-	-	-	-	-	-	-
Kirti Vinimay Pvt. Ltd.	-	-			-	-	-	-	-	-	-	-	-	-
Contribution during the year														
Simplex Employees Provident fund	-	-			-	-	-	-	-	-	10.19	8.53	10.19	8.53
Simplex Gratuity Fund	-	-			-	-	-	-	-	-	0.24	-	0.24	-
Managerial Remuneration														
Mr. B. K. Mundhra	-	-			-	-	-	-	-	-	-	-	-	-
Mr. S. D. Mundhra	-	-			-	-	-	-	-	-	-	-	-	-
Sittings Fees														
Bhabya Nath Thakur	-	-			-	-	-	-	-	-	-	-	-	-
Sagarika Ghosh Chakraborty	-	-			-	-	-	-	-	-	-	-	-	-
Guarantees Given/(released)(net)														
SPL-SIPL JV	-	-	41.38	-	-	-	-	-	-	-	-	-	-	-
Grand Total	38.92	43.79	41.38	-	1,875.44	1,785.04	-	-	-	-	10.43	8.53	1,924.79	1,837.36

Note 44. Related party transactions

Related party disclosures pursuant to IND AS 24 prescribed under the Act.

Serial No.	Relationship	Name of Related Parties
A	Key Management Personnels (KMP)	Executive Directors (Suspended)
		Mr Sudarshan Das Mundhra
		Non-Executive Directors (Suspended)
		Mr Balkrishan Das Mundhra
		Mr Bhabya Nath Thakur
		Mrs. Sagarika Ghosh Chakraborty
		Company Secretary
		Mrs Sohini Shukla
B	Relatives of KMP	Mrs Pushpa Mundhra
		Mr Raghav Das Mundhra
C	Entities Control by Directors or relatives of Directors	Jemtec Engineering Pvt Ltd
		Kirti Vinimay Pvt Ltd
		Datson Exports Ltd
		Simplex Foundation
D	Post employment benefit plan entity	Simplex Employees Provident fund
		Simplex Gratuity Fund
E	Joint Venture	SPL-SIPL JV

45. Earnings per Share:

Sl. No.	Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A	Net Profit / (Loss) after tax available for equity shareholder (in lakh)	(1166.36)	12.83
B	Weighted Average number of equity shares for Basic EPS	12,600,378	12,600,378
C	Weighted Average number of equity shares for Diluted EPS	12,600,378	12,600,378
D	FV of each equity share (Rs.)	10.00	10.00
E	Basic EPS (in lakh)	(9.26)	0.10
F	Diluted EPS (in lakh)	(9.26)	0.10

46. Information in accordance with the requirements of the Indian Accounting Standard (Ind AS 115) on 'Revenue from Contracts with Customer'.

(i) Revenue from operations

(Rs. in Lakh)

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Income		
Income from Contracts and Services (Refer Note 25)	4,185.14	16,775.88

- (ii) The Company recognises revenue from contracts with customers which included Government and Non-Government customers, for construction/project activities over a period of time. During the year substantial part of the Company's business has been carried out in India.

(iii) Contract balances

(Rs. in Lakh)

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Trade receivables (Refer Note 8)	68,500.99	68,463.50
Contract assets (Refer Note 13)	53,160.32	55,877.64
Contract liabilities (Refer Note 19 & 23)	27,599.05	28,278.44

- (iv) Set out below is the amount of revenue recognised during the period from Contract liability balance at the beginning of the period:

(Rs. in Lakh)

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Revenue recognised during the period from Contract liability balance at the beginning of the period	81.46	NIL

(v) Reconciling the amount of revenue recognized in the statement of profit and loss with the contracted price:

There is no difference in the contract price negotiated and the revenue recognised during the period in the statement of profit and loss.

(vi) Performance Obligation

Method used to recognise revenue and timing of satisfaction of performance obligations have been disclosed in note 2.10. Generally the project duration of contracts with customers is more than 12 months

47. Assets pledged as security

The carrying amounts of certain categories of assets pledged as security for current and non-current borrowings pursuant to the requirements of Ind AS 2, Ind AS 16, Ind 38 and Ind AS 107.

(Rs. in Lakh)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current assets		
Financial assets	1,25,859.32	1,21,355.89
Non-financial assets		
Inventories	2,737.31	2,804.50
Total (A)	1,28,596.63	1,24,160.39
Non-current assets		
Financial assets	157.77	306.01
Property, plant and equipment	2,002.35	2,638.16
Total (B)	2,160.12	2,944.17
Total (A+B)	1,30,756.75	1,27,104.56

Note: 44,24,839 number of shares of the Promoters are placed with the bank.

48. Contingent Liabilities- Attributable to Claims against the Company not acknowledge as debts

In respect of the contingent liabilities set out below, pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any:

(Rs. in Lakh)

Particulars	As at 31st March, 2022	As at 31st March, 2021
a) Interest (others)	53,830.03	42,559.52
b) Sales Tax/Value Added Tax	2,798.94	2,798.94
c) Service Tax	946.85	946.85

49. Contingent Liabilities - Attributable to Guarantees:

(Rs. in Lakh)

Particulars	As at 31st March, 2022	As at 31st March, 2021
i) Corporate Guarantees given to Banks against credit facilities extended to third parties	2,400.00	2,400.00
a) In respect of Associates	Nil	Nil
ii) Bank Guarantees	37,929.91	70,419.24
a) In respect of Related Party	Nil	Nil
b) In respect of Associate	Nil	Nil

50. Arbitration/ Legal proceedings are on in respect of company's claims on certain completed/suspended contracts against which certain customers have also raised counter claims on the company. Pending disposal of the proceedings, on effect has been given in these financial statements for such matters. Based on the company's internal evaluation supported by legal opinion obtained, management believes that it is probable that the outcome of such proceedings will be in favour of the Company and there will be no adverse impact in this regards.

51. Financial Risk Management

The Company's business activities are exposed to variety of financial risks namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's financial risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's financial risk management policies. The Company's financial risk management policies are established to identify and analyse the risk faced by the Company, to set and monitor appropriate controls.

(A) Credit Risk

Credit risk refers to risk that counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, bank balances, loans, Investments and other financial assets.

At each reporting date the Company measures loss allowance for certain class of financial assets and based on historical trend, industry practices and the business environment in which the company operates.

Credit risk with respect to trade receivable are limited, due to the Company's customer profile are well balanced in Government and Non-Government customers and diversified amongst in various construction verticals and geographies. All trade receivable are reviewed and assessed on a quarterly basis.

Credit risk arising from investments, derivative financial instruments and balances with bank is limited because the counterparties are banks and recognised financial institutions with high credit worthiness.

Provision for expected credit losses

The Company measures Expected Credit Loss (ECL) for financial instruments based on historical trend, industry practices and the business environment in which the Company operates

For financial assets, a credit loss is the present value of the difference between:

- (a) the contractual cash flows that are due to an entity under the contract: and
- (b) the cash flows that the entity expects to receive

The Company recognises in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date.

(B) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents.

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices.

- 52.** Company has defaulted in repayment of interest and principal amounting to Rs. 421.36 lakh payable to SREI Equipment Finance Limited up to 31.03.2019 and the interest for the year ended March 31, 2020, 2021 and 2022 has not been ascertained and booked on account of legal proceedings.
- 53.** GSTR -1 & GSTR 3B is not yet filed in the states of Meghalaya, Assam & Uttar Pradesh for the FY 2020-21. Moreover, GST Audit for the year ended March, 2018, March, 2019, March, 2020 & March 2022 is still pending.
- 54.** Amount in the financial statements are presented in INR lakhs, unless otherwise stated.
- 55.** The quarterly returns or statements filed for the year ended 31st March 2022 by the Company for working capital limits with banks are in agreement with the books of account of the Company.
- 56.** Other Statutory Information
- (i) There is no immovable property held in the name of the Company during the year.
- (ii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (iii) The Company has not been declared wilful defaulter by any bank or financial institution or other Lender
- (iv) The Company does not have any transactions with Companies struck off under section 248 of Companies Act, 2013 or section 560 of the Companies Act, 2013.
- (v) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vi) The Company has not advanced or loaned to or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries.
- (vii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (viii) The Company has no such transaction unrecorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income tax Act, 1961 Such as, search or survey or any other relevant provision of the Income Tax Act, 1961.
- 57.** The Ratio as per the latest amendment to Schedule III are as below:

Sl. No.	Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021	% Variance	Reason for Variance
1.	Current Ratio (Current Assets divided by current liabilities excluding current maturities of long-term borrowings)	1.34	1.31	2.29	Change in ratio resulted in foreign currency fluctuation during the year
2.	Net Debt-Equity Ratio (Net Debt: Total Borrowings-Cash and cash equivalents)(Equity: Equity share capital + Other Equity)	10.04	8.99	11.68	Change in ratio resulted in BG invocation by client during the year
3.	Debt service coverage ratio (DSCR) (Profit/(Loss)before interest, exceptional items and tax / (Interest expense +principal repayment of long-term debts during the year)	(4.81)	1.03	567.00	Change in ratio resulted from increase in loss during the year
4.	Return on Equity Ratio (Net Profit/(Loss) after taxes /Average Equity)	(0.18)	(0.01)	1700.00	Change in ratio resulted from increase in loss during the year
5.	Inventory turnover ratio (Revenue from Operations / Average Inventory)	1.51	6.05	(75.04)	
6.	Trade Receivables turnover ratio (Revenue from Operations /Average gross trade receivable)	0.06	0.23	(73.91)	
7.	Trade Payable turnover ratio (Net Credit Purchases / Average Trade Payables) (Net Credit Purchase: Total Expenses-Finance Cost-Depreciation and Amortisation Expenses -Employee Benefit Expenses in respect of retirement Benefits-Other expenses with respect to rate & taxes, Bad Debts / Advances Written off, Provision for diminution in value of Non-current Investments, Allowance for Expected Credit loss, Net loss on foreign currency transactions, loss on disposal of / repossession of Property, plant and equipment, and on derivatives not designated as hedge)	0.25	0.89	(71.91)	
8.	Net Capital Turnover ratio (Revenue from Operations / Average Working Capital)	0.05	0.21	(76.19)	Changes in ratio resulted from decrease in revenue from operations and working capital
9.	Net Profit Ratio (Profit /(Loss) after tax divided by revenue from Operations)	(0.36)	0.01	3500.00	Change in ratio resulted from increase in loss during the year
10.	Return on Capital Employed (Earning before Finance Cost, tax and exceptional items / Average Capital Employed)	(0.01)	(0.01)	0.00	
11.	Return on Investment (Profit /(Loss) before tax, finance cost and exceptional items / Average total Assets)	(0.01)	0.00	(99.90)	No significant variation in absolute terms

58. The Annual General Meeting for the financial year 2020-21 has not been conducted.
59. The Company received a delisting order from NSE w.e.f. 26.11.2021 and BSE w.e.f. 25.03.2022 and the matter is under sub judice.
60. Previous year's figures are reclassified, where necessary, to conform to the current year's classification.
61. As per section 134 of the Companies Act, 2013, the financial statements of a Company are required to be authenticated by the Chairperson of the Board of Directors, where authorized by the Board or at least two Directors, of which one shall be the Managing Director or the CEO (being a Director), the CFO and the Company Secretary where they are appointed. In view of the ongoing CIRP, powers of the board of directors have been suspended and these powers are, in terms of the code, now vested with Mr. Sutanu Sinha, as Resolution Professional (RP) to carry out the functions of the Company in his capacity as the IRP from 27th April 2022. Committee of Creditors (COC) was formed pursuant to the provisions of the code and COC held their first meeting on 27th June 2022 and inter alia confirmed Interim Resolution Professional as Resolution professional (RP) for the Company. Accordingly, Financial statements of the Company for the year ended 31st March 2022, were taken on record and authorized for issue by Resolution Professional (RP).
62. The Resolution Professional (RP) is signing these financial statements on the basis of representation by the key management personnel of the company regarding the authenticity or veracity of the information provided herein.
63. These financial statements pertain to period prior to commencement of Corporate Insolvency Resolution Process (CIRP) of the Company and before the appointment of the Resolution Professional (RP) for the Company. Therefore, the RP is not in a position to independently verify the authenticity or veracity of the information provided for the period prior to the initiation of CIRP of the Corporate Debtor. In the view of suspension of the powers of the Board of Directors the RP is approving these statements for the limited purposes of compliance with the provisions of the Companies Act 2013 and on the basis of representation by the personnel of the Company regarding authenticity or veracity of the information provided in the financial statements. Approval of the RP and affixing of signatures on these statements by the RP should not be construed as endorsement or certification by the RP of any facts or figures provided herein.
64. The adjudicating authority, NCLT Kolkata, after the admission of the application under section 7 has imposed a moratorium in accordance with Section 14 of the Insolvency and Bankruptcy Code 2016 on the following:
- i. The institution of suits or continuation of pending suits or proceedings against the Corporate Debtor including execution of any judgment decree or order in any court of law tribunal arbitration panel or other authority.
 - ii. Transferring encumbering alienating or disposing of by the Corporate Debtor any of its assets or any legal right or beneficial interest therein.
 - iii. Any action to foreclose recover or enforce any security interest created by the Corporate Debtor in respect of its property including any action under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002.
 - iv. The recovery of any property by an owner or lessor where such property is occupied by or in the possession of the Corporate Debtor.



65. Pursuant to the commencement of Corporate Insolvency Resolution Process of the Company (CIRP) under Insolvency and Bankruptcy Code 2016 (IBC) there are various claims submitted by the operational creditors the financial creditors employee and other creditors against the Company. Some of these claims are under further verification/validation and the same may be updated as per any additional information which may be received in future.

SIGNATURES TO NOTES “1” TO “65

For and on behalf of
H.S.BHATTACHARJEE & CO.
Firm Registration No. 322303E
Chartered Accountants

A. Ray
Partner
Membership No. 57516
Kolkata
Dated : 17th November, 2023

For and on behalf of the Board of Directors

Sutanu Sinha
Resolution Professional
IP Registration No:
IBBI/IPA-003/IP-N00020/2017-18/10167

Balkrishan Das Mundhra
Chairman & Director
(Suspended)
DIN : 00013125

Sohini Shukla
Company Secretary
(Membership No. : A48409)

Sudarshan Das Mundhra
Managing Director & CFO
(Suspended)
DIN : 00013158