FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

(v) Whether company is having share capital

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company Pre-fill U99999DL1980PTC181945 Global Location Number (GLN) of the company * Permanent Account Number (PAN) of the company AABCS4930P (ii) (a) Name of the company SIMPLEX ENGINEERING & FOUT (b) Registered office address 15TH FLOOR, ROOM NO.1503, HEMKUNT TOWER, 98 NEHRU PLACE, NEW DELHI - 110 019. NEW DELH Delhi 110019 مثلم مرا (c) *e-mail ID of the company ck.motta@simplexengg.in (d) *Telephone number with STD code 07882283054 (e) Website www.simplexengg.in Date of Incorporation (iii) 30/01/1980 (iv) Type of the Company Category of the Company Sub-category of the Company **Private Company** Company limited by shares Indian Non-Government company

 (\bullet)

Yes

No

(vii) *Financial year From date 01/04	/2022	(DD/MM/YYYY) To date	31/03/2023	(DD/MM/YYYY)
(viii) *Whether Annual general meetir	ng (AGM) held	• Yes) No	
(a) If yes, date of AGM (b) Due date of AGM	29/07/2023 30/09/2023			
(c) Whether any extension for A	GM granted	⊖ Yes	No	
II. PRINCIPAL BUSINESS AC	TIVITIES OF T	HE COMPANY		

*Number of business activities 2

	Main Activity group code		Business Activity Code		% of turnover of the company
1	с	Manufacturing	C7	Metal and metal products	10
2	с	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	90

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	12,981,304	12,981,304	12,981,304
Total amount of equity shares (in Rupees)	150,000,000	129,813,040	129,813,040	129,813,040

Number of classes

Class of Shares	Authorised	Issued capital	Subscribed	Deid un conitel
EQUITY	capital	Capital	capital	Paid up capital

Number of equity shares	15,000,000	12,981,304	12,981,304	12,981,304
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	129,813,040	129,813,040	129,813,040

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares	Icapital	Subscribed capital	Paid up capital
Number of preference shares			
Nominal value per share (in rupees)			
Total amount of preference shares (in rupees)			

0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	12,981,304	0	12981304	129,813,04(129,813,04	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
OTHERS				U	U	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
OTHERS				-	_	
At the end of the year	12,981,304	0	12981304	129,813,040	129,813,04	1
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
OTHERS				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited			0	0	0	0
	0	0	0	, C		
iii. Reduction of share capital	0	0	0	0	0	0
				0		0
iii. Reduction of share capital					0	0

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class o	f shares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil [Details being provided in a CD/Digital Media]	⊖ Yes	No	O Not Applicable
Separate sheet attached for details of transfers	⊖ Yes	No	

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting 15/09/2022				
Date of registration of transfer (Date Month Year) 22/03/2023				
Type of transfe	r Equity Shares 1 - E	quity, 2- Preference Shares,3 -	Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred 2,575,620 Amount per Share/ Debenture/Unit (in Rs.) 10				
Ledger Folio of Trans	sferor 2			
Transferor's Name SHAH CHANDANBALA				
Surname middle name first name				
Ledger Folio of Transferee 9				

Transferee's Name	SHAH		RAVI
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)				
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ D Units Transferred	ebentures/	ebentures/ Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor				
Transferor's Name				
	Surn	ame	middle name	first name
Ledger Folio of Transferee		<u>.</u>		
Transferee's Name				
	Surn	ame	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year		Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,892,154,000

0

(ii) Net worth of the Company

1,299,804,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	Equity		ence
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,693,464	90.08	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

	Total	12,981,304	100	0	0
10.	Others OTHERS	18,000	0.14	0	
9.	Body corporate (not mentioned above)	1,269,840	9.78	0	
8.	Venture capital	0	0	0	
7.	Mutual funds	0	0	0	
6.	Foreign institutional investors	0	0	0	

Total number of shareholders (promoters)

12

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ty	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	0	0	0		
	(ii) Non-resident Indian (NRI)	0	0	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	0	0	0		
4.	Banks	0	0	0		
5.	Financial institutions	0	0	0		
6.	Foreign institutional investors	0	0	0		
7.	Mutual funds	0	0	0		
8.	Venture capital	0	0	0		
9.	Body corporate (not mentioned above)	0	0	0		
10.	Others OTHERS	0	0	0		

	Total	0	0	0	0
Total nun	nber of shareholders (other than prom	oters) 0			
	iber of shareholders (Promoters+Publi n promoters)	c / 12			
	DED OF DDOMOTEDS MEMDEDS				

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	13	12
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year			Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive	
A. Promoter	3	0	3	0	68.52	0	
B. Non-Promoter	1	0	1	0	0	0	
(i) Non-Independent	1	0	1	0	0	0	
(ii) Independent	0	0	0	0	0	0	
C. Nominee Directors representing	0	0	0	0	0	0	
(i) Banks & FIs	0	0	0	0	0	0	
(ii) Investing institutions	0	0	0	0	0	0	
(iii) Government	0	0	0	0	0	0	
(iv) Small share holders	0	0	0	0	0	0	
(v) Others	0	0	0	0	0	0	
Total	4	0	4	0	68.52	0	

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
LATA VIJAY SHAH	00337884	Whole-time directo	1,643,200	
VIJAY HIRALAL SHAH	00460669	Managing Director	3,761,004	
RAVI SHAH	02113586	Director	3,490,440	
KETAN RATILAL SHAH	05154131	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	beginning / during	Ichange in designation/	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1				
Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
				% of total shareholding	
ANNUAL GENERAL MEETI	15/09/2022	12	4	100	

B. BOARD MEETINGS

*Number of n	neetings held 5				
S. No.	Date of meeting	Total Number of directors associated as on the date			
		of meeting	Number of directors attended	% of attendance	
1	23/05/2022	4	4	100	
2	06/09/2022	4	4	100	
3	14/11/2022	4	4	100	
4	24/12/2022	4	4	100	
5	22/03/2023	4	4	100	

C. COMMITTEE MEETINGS

Nu	Imber of meeting	ıs held		0		
	S. No.	Type of meeting	Date of meeting	Total Number of Members as		Attendance
					Number of members attended	% of attendance
	1					

D. *ATTENDANCE OF DIRECTORS

		Board Meetings			Co	Whether attended AGM		
S. No.	of the director	Number of Meetings which director was	Number of Meetings	% of	Number of Meetings which director was	Number of Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended		29/07/2023
								(Y/N/NA)
1	LATA VIJAY S	5	5	100	0	0	0	Yes
2	VIJAY HIRALA	5	5	100	0	0	0	Yes
3	RAVI SHAH	5	5	100	0	0	0	Yes
4	KETAN RATIL	5	5	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

Stock Option/ Total S. No. Name Designation **Gross Salary** Commission Others Sweat equity Amount 1 Vijay Hiralal Shah Managing Direct 0 0 0 12,540,000 12,540,000 2 0 0 Lata Vijay Shah Whole Time Dire 0 9,405,000 9,405,000 Total 0 0 0 21,945,000 21,945,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	APEKSHA PARAKI	Company Secre	80,000	0	0	0	80,000
	Total		80,000	0	0	0	80,000

Number of other directors whose remuneration details to be entered

2

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount	
1	RAVI SHAH	DIRECTOR	690,000	0	0	0	690,000	
2	KETAN R SHAH	DIRECTOR	1,780,000	0	0	0	1,780,000	
	Total		2,470,000	0	0	0	2,470,000	

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable Yes O No provisions of the Companies Act, 2013 during the year
 - B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS NI

		Date of Order	iseciion linner which		Details of appeal (if any) including present status		
B) DETAILS OF COMPOUNDING OF OFFENCES NII							

	Name of the court/ concerned Authority	_	ISECTION LINGER WRICH	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

● Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	IEENA NAIDU	
Whether associate or fellow	Associate Fellow	
Certificate of practice number	23853	

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 01 dated

07/06/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director	LATA VIJAY					
DIN of the director	00337884					
To be digitally signed by	MEENA Digitally signed by MEENA NAIDU Date: 2023.08.08 16:43:32 +05'30'					
⊖ Company Secretary						
Company secretary in practice						
lembership number 28193 Certificate of p			ctice number		23853	
Attachments					List of attachments	
1. List of share holders, debenture holders			Attach		WPL MAR-23.pdf	
2. Approval letter for extension of AGM;			Attach	mgt-8.pdf	WPL MAR-23.pdf	
3. Copy of MGT-8;			Attach			
4. Optional Attachement(s), if any Attach						
				[Remove attachment	
Modify	Check	k Form	Prescrutiny		Submit	

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

MEENA NAIDU & ASSOCIATES

Company Secretaries

Office: Shop No-227, Second Floor, Zonal Market, Sector-10,Bhilai(C.G)-490001 Mobile No :9993657370 Tel: 07884060239, E-Mail:cscmameena@gmail.com

FORM NO. MGT-8

Certificate by a Company Secretary in Practice

{Pursuant to section 92(2) of the companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014}

We have examined the registers, records and books and papers of SIMPLEX ENGINEERING & FOUNDRY WORKS PRIVATE LIMITED (the Company) CIN: U99999DL1980PTC181945 having its registered office at 15th Floor, Room No 1503,Hemkunt Tower, 98,Nehru Place, New Delhi-110019, India as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March , 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations and declarations furnished to us by the company, its officers and agents, We certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
- 1. Its status under the Act;
- 2. Maintenance of registers/records & making entries therein;
- 3. Filing of forms and returns with the Registrar of Companies have been made within/beyond the prescribed time.
- 4. Calling, convening, holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed;
- 5. The Company has closed its Register of Members during the financial year under Review;
- 6. The Company , during the aforesaid year under review has complied with the provisions of section 185 of the Companies Act, 2013;
- 7. The Contracts/arrangements with related parties as specified in section 188 of the Act, 2013 during the financial year, as declared by the Management, all the transactions were in the ordinary course of business and on Arms Length basis and within the Board limits hence shareholders approval was not required;
- 8. The Company has neither issued nor allotted any shares or other securities during the year under review. There was instance of transmission during the year under review . Similarly, there was no occasion for the Company to buy back any shares or securities. The company has not altered or reduced share capital/or converted shares/or securities or redeemed any redeemable preference share/debentures during the financial year, in so far as the company has no preference shares/debentures.;

MEENA NAIDU & ASSOCIATES

Company Secretaries

Office: Shop No-227, Second Floor, Zonal Market, Sector-10,Bhilai(C.G)-490001 Mobile No :9993657370 Tel: 07884060239, E-Mail:cscmameena@gmail.com

- 9. The Company, during the aforesaid year under review, has not kept in abeyance the rights to dividend and there were no rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act ;
- 10. The Company has not declared any Dividend during the year and no unpaid/ unclaimed dividend/other amounts was pending to transfer to Investor Education and Protection Fund in accordance with section 124 of the Act;
- 11. The Company , during the aforesaid year under review, has complied with the provisions of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3), (4) and (5) thereof;
- 12. The Company , during the aforesaid year under review, has complied with the provisions of Appointment/ resignation/ Disclosure of Directors, Key Managerial Personnel.
- 13. The Company , during the aforesaid year under review, has complied with the provisions of section 139 of the Act ;
- 14. The Company , during the aforesaid year under review was not required to get approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15. The Company being a private company has not accepted public deposits.
- 16. The Company , during the aforesaid year under review, has borrowed from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17. The Company has complied with the provisions of section 186 of the Act respect to Loans and investments or guarantees given or providing of securities to other bodies corporate or persons;
- 18. The Company, during the aforesaid financial year under review, has not altered the provisions of its Memorandum and Articles of Association of the Company;

For Meena Naidu & Associates Company Secretaries FRN: S2022CG465700 Peer Review Certificate No.: 1522/2021



MEENA NAIDU Mem No : A28193 COP No : 23853 Date: 04.08.2023 Place: Bhilai UDIN: A028193E000744524

Contact No: 09229121502

E-mail: ck.motta@simplexengg.in

SIMPLEX ENGINEERING & FOUNDRY WORKS PRIVATE LIMITED

Regd. Off.: 15th Floor, Room No.1503, Hemkunt Tower, 98 Nehru Place, New Delhi110019 [CIN: U99999DL1980PTC181945]

No. Of Face SL % Value Name Of Share Holders Shares Held Amount No 2.79 3617840 361784 10 Chandan Estates & Tr. Co Pvt Ltd 1 9100000 910000 10 7.01 Hiralal B Shah (Huf) 2 16000 10 160000 0.12 Hiralal Family Trust 3 12.66 1643200 10 16432000 Smt Lata Vijay Shah 4 180000 10 1800000 1.39 Nehal Mihir Chheda 5 10 34904400 26.89 3490440 6 Ravi Shah 10 9080560 7.00 Simplex Fabricators Pvt Ltd 908056 7 37610040 28.97 Vijay Hiralal Shah 3761004 10 8 10 13345320 10.28 1334532 9 Vijay Hiralal Shah (Huf) 3722880 2.87 372288 10 10 Smt Hemlata S Shah 10 20000 0.01 Shivji R Shah Prop Shiv Investments 2000 11 20000 0.01 2000 10 12 Shivji R Shah 12981304 10 129813040 100 Total

List of Shareholders as on 31st March, 2023

For and on Behalf of the Board

Simplex Engineering & Foundry Works Private Limited

Ravi Shah Director DIN: 02113586

Director DIN: 00460669