

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)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45209WB1924PLC004969

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECS0765R

(ii) (a) Name of the company

SIMPLEX INFRASTRUCTURES LI

(b) Registered office address

'SIMPLEX HOUSE' 27,SHAKESPEARE SARANI
KOLKATA
West Bengal
700017
India

(c) *e-mail ID of the company

blbajoria@simplexinfra.com

(d) *Telephone number with STD code

03323011600

(e) Website

www.simplexinfra.com

(iii) Date of Incorporation

19/12/1924

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
	BSE LIMITED, THE CALCUTTA STOCK EXCHANGE LTD	4

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

28/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	98.32
2	N	Support service to Organizations	N1	Rental and leasing of motor vehicles, machinery, equipment, capital goods, etc.	1.68

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

*No. of Companies for which information is to be given

10

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SIMPLEX INFRA DEVELOPMENT	U45203WB2007PTC115817	Subsidiary	100

2	MAA DURGA EXPRESSWAYS PVT. LTD.	U45203WB2011PTC170736	Subsidiary	100
3	JAINTIA HIGHWAY PRIVATE LIMITED	U45400WB2012PTC179350	Subsidiary	100
4	PC PATEL MAHALAXMI SIMPLEX LIMITED	U14290GJ2017PTC099829	Subsidiary	51
5	SIMPLEX (BANGLADESH) PVT. LTD.		Subsidiary	95
6	SIMPLEX (MIDDLE EAST) LIMITED		Subsidiary	100
7	SIMPLEX INFRASTRUCTURES LIMITED		Subsidiary	65
8	ARABIAN CONSTRUCTION COMPANY	U45400WB2011PTC168384	Joint Venture	50
9	SIMPLEX INFRASTRUCTURES LIMITED		Associate	45
10	SIMPLEX ALMOAYYED W.L.L.		Joint Venture	49

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	374,900,000	57,772,820	57,772,820	57,142,820
Total amount of equity shares (in Rupees)	749,800,000	115,545,640	115,545,640	114,285,640

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARE OF F.V. OF Rs. 2.00 EACH				
Number of equity shares	374,900,000	57,772,820	57,772,820	57,142,820
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	749,800,000	115,545,640	115,545,640	114,285,640

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000	0	0	0
Total amount of preference shares (in rupees)	200,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	20,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000	0	0	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	442,440	56,700,380	57142820	114,285,640	114,285,640	
Increase during the year	0	13,065	13065	26,130	26,130	0
i. Public 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		13,065	13065	26,130	26,130	0
PHYSICAL TO DEMAT						
Decrease during the year	13,065	0	13065	26,130	26,130	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	13,065		13065	26,130	26,130	
PHYSICAL TO DEMAT						
At the end of the year	429,375	56,713,445	57142820	114,285,640	114,285,640	
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						
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
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE059B01024

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

0

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

☐

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

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	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	4,950	1000000	4,950,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			4,950,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	4,950,000,000	0	0	4,950,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

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

15,117,506,096

(ii) Net worth of the Company

1,143,040,324

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,382,990	16.42	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)	19,087,173	33.4	0	
10.	Others	0	0	0	
	Total	28,470,163	49.82	0	0

Total number of shareholders (promoters)

10

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	14,659,269	25.65	0	
	(ii) Non-resident Indian (NRI)	557,009	0.97	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	150,666	0.26	0	
7.	Mutual funds	5,048,833	8.84	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,921,883	12.11	0	
10.	Others TRUSTEE,IEPF,CM,HUF	1,334,997	2.34	0	
	Total	28,672,657	50.17	0	0

Total number of shareholders (other than promoters)

19,366

**Total number of shareholders (Promoters+Public/
Other than promoters)**

19,376

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
UNIVERSAL GOLDEN FUND	ICICI BANK LTD SMS DEPT 1ST FLOOR			110,193	0.19
DAUPHINE MAURITIUS	J.P.MORGAN CHASE BANK N.A. INDIA			251	0
INDIA OPPORTUNITIES	STANDARD CHARTERED BANK Sec 13			40,000	0.07
QUADRATRE CAPITAL	J.P.MORGAN CHASE BANK N.A. INDIA			222	0

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	19	16
Members (other than promoters)	20,747	19,366
Debenture holders	27	27

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	1	0	1	0	16.42	0
B. Non-Promoter	2	3	1	4	0	0
(i) Non-Independent	2	0	1	0	0	0
(ii) Independent	0	3	0	4	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	3	3	2	4	16.42	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(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)
RAJIV MUNDHRA	00014237	Whole-time director	9,382,990	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUKUMAR DUTTA	00062827	Whole-time director	500	
SHEO KISHAN DAMAN	00062780	Director	0	25/04/2023
INDIRA BISWAS	03401620	Director	0	
PRATAP KUMAR CHAK	09021538	Director	0	
DINABANDHU MUKHO	09778769	Director	0	
SUKUMAR DUTTA	ADRPD7115R	CFO	500	
BANWARI LAL BAJORI	AEEPB5506Q	Company Secretary	750	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DIPAK NARAYAN BASI	00981990	Whole-time director	21/11/2022	CESSATION
DINABANDHU MUKHO	09778769	Director	14/11/2022	APPOINTMENT

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	28/09/2022	19,118	43	53.34
EGM	12/05/2022	20,179	44	53.39

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2022	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	30/05/2022	6	6	100
3	13/08/2022	6	6	100
4	28/09/2022	6	6	100
5	14/11/2022	7	7	100
6	31/12/2022	6	6	100
7	14/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	02/04/2022	3	3	100
2	AUDIT COMM	12/04/2022	3	3	100
3	AUDIT COMM	30/05/2022	3	3	100
4	AUDIT COMM	13/08/2022	3	3	100
5	AUDIT COMM	14/11/2022	3	3	100
6	AUDIT COMM	14/02/2022	3	3	100
7	Stakeholder R	30/05/2022	3	3	100
8	Stakeholder R	13/08/2022	3	3	100
9	Stakeholder R	14/11/2022	3	3	100
10	Stakeholder R	14/02/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2023
								(Y/N/NA)

1	RAJIV MUNDI	7	7	100	8	8	100	Yes
2	SUKUMAR DUTTA	7	7	100	16	16	100	Yes
3	SHEO KISHAN DAM	7	7	100	13	13	100	No
4	INDIRA BISWAS	7	7	100	7	7	100	Yes
5	PRATAP KUMAR CH	7	7	100	12	12	100	Yes
6	DINABANDHU MUK	3	3	100	1	1	100	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUKUMAR DUTTA	WHOLE TIME D	3,600,000	0	0	100,000	3,700,000
	Total		3,600,000	0	0	100,000	3,700,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUKUMAR DUTTA	CFO	3,600,000	0	0	100,000	3,700,000
2	BANWARI LAL BAJ	SR. V.P. AND C	2,652,000	0	0	32,400	2,684,400
	Total		6,252,000	0	0	132,400	6,384,400

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHEO KISHAN DAM	INDEPENDENT	0	0	0	330,000	330,000
2	PRATAP KUMAR CH	INDEPENDENT	0	0	0	320,000	320,000
3	INDIRA BISWAS	INDEPENDENT	0	0	0	240,000	240,000
4	DINABANDHU MUK	INDEPENDENT	0	0	0	80,000	80,000
	Total		0	0	0	970,000	970,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

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

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

AMBER AHMAD

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8581

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.

Declaration

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

(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 complied 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

SUKUMAR DUTTA
Digitally signed by
SUKUMAR DUTTA
Date: 2023.11.24
16:51:38 +05'30'

DIN of the director

00062827

To be digitally signed by

BANWARI LAL BAJORIA
Digitally signed by
BANWARI LAL BAJORIA
Date: 2023.11.24
16:52:13 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

3020

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Committee_Meeting.pdf
MGT - 8_2023.pdf

Remove attachment

Modify

Check 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