SIMPLEX REALTY LTD.

24th April, 2019

Department of Corporate Services
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Security Code: 503229

Sub: Submission of a Certificate of Compliance under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2019

With reference to the captioned subject, please find enclosed herewith Certificate of Compliance for the half year ended 31st March, 2019 under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (for the period 1st October, 2018 to 31st March, 2019) as given by M/s. Manish Ghia & Associates, Practicing Company Secretary, Mumbai.

With regard to the observation mentioned in the aforesaid compliance Certificate, you are requested to refer the Company's Share Transfer Agent Letter dated 24th April, 2019, which is self-explanatory.

Kindly take the same on record and acknowledge the receipt for the same.

Thanking you,

Yours faithfully,
For **Simplex Realty Limited**

Shekhar

Shekhar R Singh
Company Secretary &
Compliance Officer

Encl: as above

CIN-L17110MH1912PLC000351

30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mahalaxmi (E), Mumbai – 400011
T : +91 22 2308 2951 | F : +91 22 23072773 | E : realty@simplex-group.com | W : www.simplex-group.com

manish ghia & associates
COMPANY SECRETARIES

Manish Ghia & Associates
: +91 22 2681 5400
: info@mgconsulting.in
: www.mgconsulting.in

**CERTIFICATE UNDER REGULATION 40 (9) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
FOR THE HALF YEAR ENDED 31st MARCH, 2019**

TO WHOMSOEVER IT MAY CONCERN

We have examined all Share Transfer Forms, Memorandum of Transfers, Registers, files and other documents relating to **Simplex Realty Limited** having its registered office at 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Jacob Circle Mumbai - 400011, maintained by **Freedom Registry Limited**, the Share Transfer Agent of the Company pertaining to transfer of equity shares of the Company for the period from 1st October, 2018 to 31st March, 2019 for the purpose of issuing certificate as per Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by **Simplex Realty Limited** and based on information provided by the Company, we hereby certify that during the half year ended on **31th March, 2019** the Company:

a) has issued Share certificate(s) relating to the Share Transfer form(s) received during the half year as entered in the Memorandum of Transfers within thirty days *(except in respect of 7 cases where the dispatch of Share Certificates have been made beyond the mandatory period of 30 days)* from the respective date of lodgment of each form(s) except those rejected on technical grounds;

b) has not received any request for sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

For Manish Ghia & Associates
Company Secretaries

Manish Ghia & Associates MUMBAI Company Secretaries

Manish L. Ghia
Partner
M. No. FCS: 6252, C. P. No. 3531

Place: Mumbai
Date: 24th April, 2019

Freedom Registry Limited

Date:- 24th April 2019

Shri Shekhar R Singh
Company Secretary
Simplex Realty Limited
30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk,
Mahalaxmi (East),
Mumbai- 400 011

Dear Sir,

Sub: Delay in Dispatching of Share Certificates

This is in reference to the captioned subject, we would regret to inform you that during the half year ended on 31th March, 2019 there are seven cases where the dispatch of Share Certificates have been made beyond the mandatory period of thirty days. The said delays were made due to surge in unexpected volume of requests for demat,transfer,KYC updation and Investor correspondance etc. on account of policy shift of mandating dematerialization of shares of public unlisted companies and also notification of doing away the physical transfers and owing to such surge in volume, there have been delay in processing of transfers/demat requests.

We had, therefore, made repeated representations through the Registrars Association of India (RAIN) since November 2018 to apprise the SEBI of the volume surge over the past few months and difficulty in maintaining the timelines with a request to extend the timeline of fifteen days to thirty days till the closure of physical transfer acceptance besides doubling the timelines of all activities (physical transfers, demat, correspondence, request updates and allied activities with prescribed time limits).

We had also requested the SEBI to view the delays during the period from 1" June 2018 till 31" March, 2019 as an exception and take a lenient view for the current period.

We also attach a copy of letter by Registrars Association of India (RAIN) in this regard which highlights the difficulties faced by the RTA especially during the period 1st October 2018 to 31st March 2019.

Thanking you,

Your Sincerely,

For Freedom Registry Limited

Bhushan Chandratre
(Compliance Officer)

Registered Office : Plot No. 101/102, M.I.D.C., 19th Street, Satpur, Nasik - 422 007. Tel.: (0253) 2354032
Fax : (0253) 2351126 E-mail : support@freedomregistry.in CIN - U74140MH1994PLC075890
Liaison Office : 104, Bayside Mall, 35/C, M.M. Malviya Marg, Tardeo Road, Haji Ali, Mumbai - 400 034.
Tel.: (022) 23525589

RAIN

REGISTRARS ASSOCIATION OF INDIA

office bearers : [redacted] **2018 -19**

[redacted]

January 30, 2019

All RAIN Members

Dear Members,

Surge in Transfer, Demat and Correspondence Volumes :

As we are all aware, SEBI had issued Circulars related to transfer, demat and KYC for shares held in listed companies, viz.,

i. Circular dated 20th April, 2018 directing Companies/Registrars to obtain latest KYC details from investors holding shares in physical mode (by sending three reminders)

ii. Circular dated 8th June, 2018 warranting mandatory holding in demat mode to effect change in ownership except transmission/transposition cases, initially with a deadline of 4th December 2018 which was subsequently extended to 31st March, 2019, and,

iii. Circular dated November 6, 2018 prescribing certain standardized norms for transfer of securities in physical form.

Our Members had also informed that there has been a tremendous response to the various circulars from SEBI as well as communication sent by our Member RTAs pursuant to these notifications and a significant volume surge has been reported for transfers, demats, KYC request updates and investor correspondence which continues unabated.

DPs also have been taking a longer time to forward the physical documents related to demat requests for their client accounts. There have been quite a few slip-ups when they route the documents to RTAs as they are also facing the pressure due to increased volumes. Many of the lodgements have complications and need detailed checks to be performed for enhanced due diligence prior to clearance for updates.

Although most of our Members have doubled or even trebled their resources, the sustained all-round increase in volumes over the past few months has made it impossible for RTAs to complete processing of 100% transactions within the stipulated timelines. These delays would be reflected in the statutory reports of the RTAs.

We had, therefore, made repeated representations since November 2018 to apprise SEBI of the volume surge over the past few months and difficulty in maintaining the timelines with a request to extend the timeline of 15 days to 30 days till the closure of physical transfer acceptance besides doubling the timelines of all activities (physical transfers, demat, correspondence, request updates and allied activities with prescribed time limits). We had also requested SEBI to view the delays during the period from 1st June 2018 till 31st March, 2019 as an exception and take a lenient view, as all of us pool our efforts to ensure the success of these important regulatory notifications and the resulting change.

C/o. Universal Capital Securities Private Limited 25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 Tel. No.: 022 - 28207203/204/205, Email.: milind@unisec.in

Simultaneously, some Member RTAs had also written to the depositories and the depositories, in turn, referred the matter to SEBI.

As a result of this joint effort, SEBI has considered these representations and vide its letter dated January 24, 2019 granted relaxation in time for processing the dematerialisation requests from the current 15 days to 30 days till June 30, 2019. Both the Depositories have issued Circulars dated January 25, 2019 to this effect.

While we, at RAIN, will continue to represent the other issues related to the volume surge, we request all Members to keep their focus on handling this challenge in the best possible manner.

Thanking you,

Very truly yours,
For Registrars Association of India,

Milind Mondkar
Chairman

C/o. Universal Capital Securities Private Limited 25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 Tel. No.: 022 - 28207203/204/205, Email.: milind@unisec.in