



Simplex Castings Ltd.

Corporate Office : 32, Shivnath Complex G.E. Road, Supela, Bhilai - 490023 (C.G) India

Phone : +91-788-2290483 /84 /85

Fax : +91-788-2285664

E-Mail : sclho@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



Ref: SCL/FY 2019-20/BSE/11

Date: 07/05/2019

To,
The Manager
BSE Limited,
PJ Towers,
Dalal Street, Mumbai-400001

Ref: Scrip Code: 513472

Sub: Notice of Extra Ordinary General Meeting.

Dear Sir,

In reference to our letter SCL/FY 2019-20/BSE/10 dated 03/05/2019, we are enclosing herewith the Notice of Extra Ordinary General Meeting scheduled to be held on Wednesday, 29th May, 2019 at 2.00 p.m at Corporate Office of the Company situated at Plot No. 32, 2nd Floor, Shivnath Complex, G.E Road, Supela, Bhilai, Chhattisgarh -490023 .

This is for your information and record.

For, Simplex Castings Limited

D Meena
Company Secretary

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		sclmumbai@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 th FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Bhilai (Plant)	: 5, INDUSTRIAL ESTATE, BHILAI - 490026 (C.G.) INDIA	0788-4015273	0788-4034188	sclbhilai@simplexcastings.com
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	sclurla@simplexcastings.com
Rajnandgaon (Plant)	: 2232,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	scltedesara@simplexcastings.com



SIMPLEX CASTINGS LIMITED

CIN: L27320MH1980PLC067459

Regd office: 601/602A, Off Andheri Link Road, Fair Link Centre, Andheri (West) Mumbai-53

Corporate Office: Plot No. 32, Shivnath Complex, 2nd Floor, G.E Road, Supela, Bhilai, CG-490023

Tel. No: 0788-2290483/84/85, E-mail id: cs@simplexcastings.com, Website: www.simplexcastings.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the members of Simplex Castings Limited will be held on Wednesday, the 29th May, 2019 at 2:00 p.m. at Corporate Office of the Company at Plot No -32, Shivnath Complex, Supela, G E Road, Bhilai (C.G)-490023, to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To Transfer or sell or otherwise dispose off Steel Castings Foundry situated at Urla, Industrial Estate, Raipur, Chhattisgarh -493221 to Texmaco Rail & Engineering Limited [CIN: L29261WB1998PLC087404], as a going concern on a slump sale basis and for that purpose, to pass with or without modification(s), the following resolution, which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed there under (including any statutory modification(s) or reenactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary to be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”), to sell or transfer or otherwise dispose off as a going concern by way of slump sale (as defined in Section 2(42C) of Income Tax Act, 1961) the undertaking, namely “Steel Castings Foundry” situated at Urla, Industrial Estate, Raipur, Chhattisgarh -493221 on the terms and conditions laid down in the Business Transfer Agreement (“BTA”), together with all assets and liabilities including contracts, licenses, permits, rights, obligations, consents, approvals, employees as more appropriately defined in BTA, relating to the said undertaking (“Business Undertaking”), to Texmaco Rail & Engineering Limited [CIN: L29261WB1998PLC087404] (buyer), for a consideration of Rs. 87.50 Crores (Rupees Eighty Seven Crores and Fifty Lacs only), subject to such adjustments as agreed between the parties in terms of the BTA.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized and empowered to execute the agreements, documents, deeds or writings required to be executed in relation to the transfer and vesting of the Business Undertaking and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Officer(s) or Authorised Representative(s) of the Company in order to give effect to this Resolution.”

Registered Office:
601/602A, Fairlink Center
Off Andheri Link Road
Andheri (W), Mumbai-400 053

By, Order of the Board
For, Simplex Castings Ltd
sd/-
D Meena
Company Secretary
Mem No:A28193

Date : 26.04.2019

Place: Mumbai

Notes :

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN THE MEETING AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total equity share of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL)

- a. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- b. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- c. The remote e-voting period commences on May 26, 2019 (9:00 am) and ends on May 28, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 22, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- d. The process and manner for remote e-voting are as under:
 - i. Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
 - ii. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - iii. Click on "Login" tab, available under 'Shareholders' section.
 - iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

- v. Your User ID details are given below:
- Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (v-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Cast your vote electronically

vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the company, you choose to vote.

viii. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xii. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions (“FAQs”) and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
6. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
 7. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of May 22, 2019.
 8. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote voting as well as voting at the EGM through ballot paper.
10. Ms T. Krishna Veni, Practicing Company Secretary of Krishna Veni & Associates (Membership No.A41970; CP No: 15596) (Address: Shop No.2, Chandra Maurya Parisar, Opp. Chandra Maurya Talkies, Supela, Bhilai, Chhattisgarh-490023) has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
12. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.simplexcastings.com and on the website of LIPL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO .1:

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Company has identified its Steel Castings Foundry as an Undertakings in terms of Section 180(1)(a) of the Act and therefore requires members approval by way of Special Resolution for disposal of the said business undertaking.

The Company is in significant debt and the objective of the sale of the Steel Castings Foundry situated at Urla ,Industrial Estate, Raipur, Chhattisgarh -493221 would reduce the debt burden of the Company. Texmaco Rail and Engineering Limited is a reputed house having experience in Steel and Rail Business and have shown interest in buying the Steel Castings Foundry situated in Urla ,Industrial Estate, Raipur, Chhattisgarh -493221 through Slump Sale on going concern basis .

The Board of Directors of the Company, in its meeting held on 26th April , 2019 approved the Company to sell / dispose off its Steel Castings Foundry situated at Urla ,Industrial Estate, Raipur, Chhattisgarh -493221 to Texmaco Rail and Engineering Limited on a slump sale basis as a going concern for consideration of Rs. 87.50 crores (Rupees Eighty Seven Crores and Fifty Lacs only) subject to such adjustments as agreed between the parties. In this relation ,the Company has entered into a Business Transfer Agreement with Texmaco Rail and Engineering Limited on 26th April,2019.

The proposed transaction is not with a related party and will not result in any change in shareholding pattern of the Company.

The net proceeds from the sale of the Steel Castings Foundry will be utilized to repay the existing loans and reduce interest burden, or enhancement of working capital of the Company for general business purposes and smooth operations of other two plants namely Grey Iron Foundry and Fabrication shop situated at - 5, Industrial Estate, Bhilai, Dist. Durg, C.G. 490 026 and 223/2 & 224, Industrial Estate, Tedesara, Rajnandgaon, C.G-491441

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors and KMP or their relatives is interested in the above resolution.

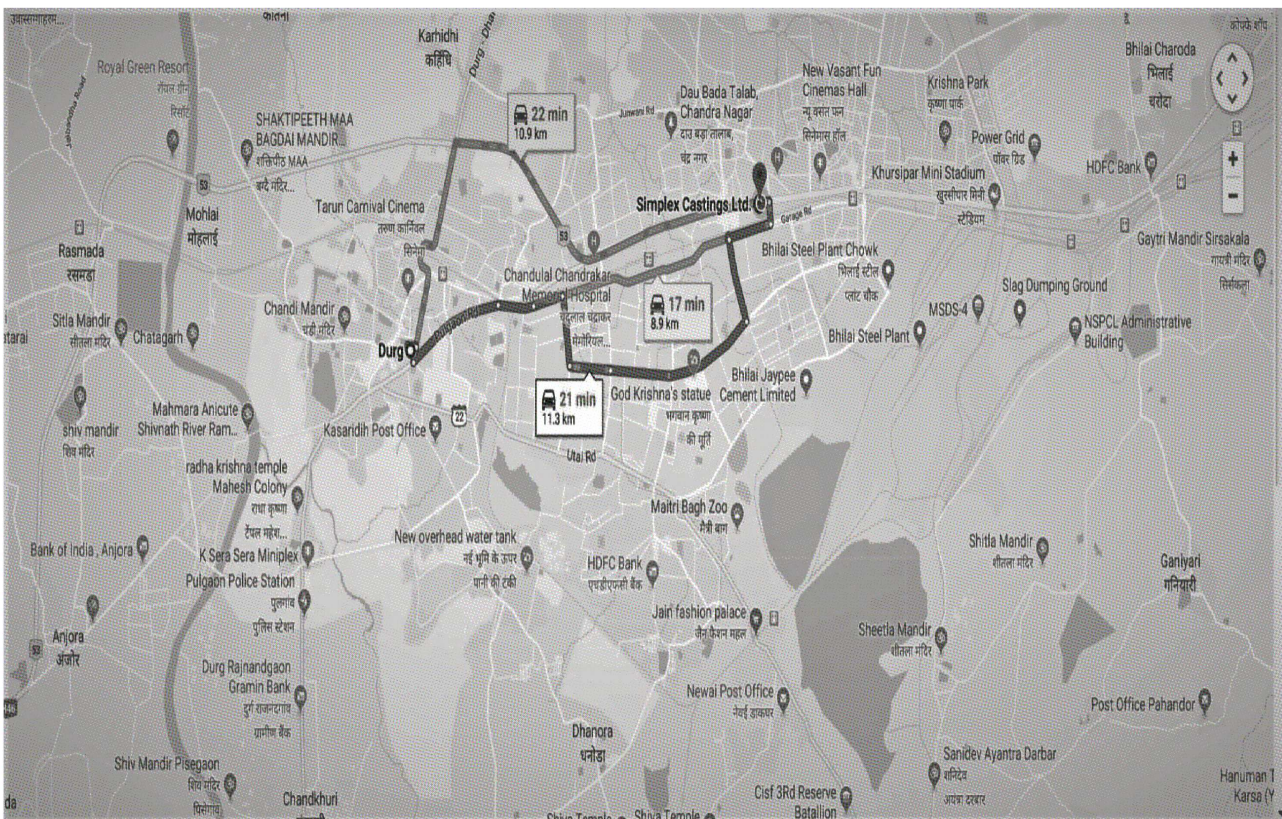
Registered Office:
601/602A, Fairlink Center
Off Andheri Link Road
Andheri (W), Mumbai-400 053

By, Order of the Board
For, Simplex Castings Ltd
sd/-
D Meena
Company Secretary
Mem No:A28193

Date : 26.04.2019
Place:Mumbai

VENUE OF THE EXTRA ORDINARY GENERAL MEETING

Plot No. 32, Shivnath Complex, 2nd Floor, G.E Road, Supela, Bhilai, Chhattisgarh-490023





SIMPLEX CASTINGS LIMITED

CIN:L27320MH1980PLC067459

Regd office: 601/602A, Off Andheri Link Road, Fair Link Center, Andheri (West) Mumbai-53.

Corporate Office: Plot No. 32, Shivnath Complex, 2nd Floor, G.E Road, Supela, Bhilai, Chhattisgarh-490023

Tel. No: 0788-2290483/84/85, E-mail id: cs@simplexcastings.com, Website: www.simplexcastings.com

PROXY FORM (Form No.MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)(Sole /first Shareholder)	
Name of Joint Holder, if any	
Registered Address	
Email Id	
Folio No. / Client Id	
DP ID	
No. of Shares held	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1.Name: _____ Email Id: _____

Address: _____

Signature: _____, or failing him / her

2.Name: _____ Email Id: _____

Address: _____

Signature: _____, or failing him / her

3.Name: _____ Email Id: _____

Address: _____

Signature: _____

And whose signature(s) are appended below as my/our Proxy to attend and vote for me /us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday , 29th May, 2019 at 2.00 P. M. at Corporate Office of the Company at Plot No-32,Shivnath Complex, G E Road, Supela, Bhilai (C.G)-490023 , and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote (See Note 4)	
		For	Against
Special Businesses			
1.	To Transfer or sell or otherwise dispose off Steel Castings Foundry situated at Urla ,Industrial Estate, Raipur, Chhattisgarh -493221 to Texmaco Rail & Engineering Limited [CIN: L29261WB1998PLC087404], as a going concern on a slump sale basis.		

Signed this..... day of.....2019 .

Please affix
Rs 1/- revenue stamp

Signature of Shareholder

Signature of Proxy holder(s)

NOTES:

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
4. It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



SIMPLEX CASTINGS LIMITED

CIN: L27320MH1980PLC067459

Regd office: 601/602A, Off Andheri Link Road, Fair Link Centre, Andheri (West) Mumbai-53.

Corporate Office: Plot No. 32, Shivnath Complex, 2nd Floor, G.E Road, Supela, Bhilai, Chhattisgarh-490023

Tel. No: 0788-2290483/84/85, E-mail Id: cs@simplexcastings.com, Website: www.simplexcastings.com

ATTENDANCE SLIP

Sr .No.

Regd. Folio No / DP ID No & Client ID No	
Name and Address of the Shareholder(s)	
Joint Holder (s)	
Name of the Proxy/ Authorized Representative	
No of Equity Shares held	

I/We hereby record my/our presence at the Extra Ordinary General Meeting (EGM) of the Company held on Wednesday, 29th May, 2019 at 2.00 p.m at Corporate Office of the Company situated at Plot No -32, Shivnath Complex, Supela, G E Road, Bhilai (C.G)-490023.

Signature of the Member
Joint Member (s)/ Proxy/
Authorised Signatory

Note: Shareholder/Proxy holder wish to attend the EGM must bring the Attendance Slip to the meeting and handover at the entrance of the meeting hall duly signed.

.....Cut Here.....

NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVSN)	User ID	PAN/ Sequence No
190053		

Note: Please read the instructions given in the notes of the Notice dated 26th April, 2019 of EGM. The e-voting period starts from 9.00 AM on Sunday, 26th May, 2019 and ends at 05:00 PM on Tuesday, 28th May, 2019. The voting module shall be disabled by LIPL for voting thereafter.