



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/FY2019-20/BSE/40

Date: 14/10/2019

To,
The Secretary
Department of Corporate Services
Bombay Stock Exchange Limited
Floor No 25, PJ Tower, Dalal Street
Mumbai-400 001

Ref: Scrip No. 513472

Sub: Submission of Minutes of Annual General Meeting

Dear Sir/ Madam,

Please find enclosed herewith the Minutes of the 39th Annual General meeting of the Company held on 26th September, 2019.

Thanking You,

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
Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	scltedesara@simplexcastings.com

HELD AT _____ ON _____ TIME _____

MINUTES

Name of Meeting: Annual General Meeting
Company Name: Simplex Castings Limited
Day and Date of Meeting: Thursday & 26th September, 2019
Venue of Meeting: Babasaheb Dhannukar Hall, Maharashtra Chamber of Commerce, Industry and Agriculture, 6th floor, 12k Dubhash Marg, Oricon House, Near Kala Ghoda, Fort, Mumbai-400001.
Time of Commencement: 3.00 P.M
Time of Conclusion: 4.00 P.M

Directors Present

Mr Ketan M Shah	Chairman and Executive Director
Mrs Sangeeta K Shah	Managing Director
Ms Ushma Khabaria	Independent Director
Mr Champak K Dedhia	Independent Director (Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee)

In Attendance

Mrs D Meena	Company Secretary
Mr Dhawal Gadda	Scrutinizer, M/s Dhawal Gadda & Co.

Chairman:

Mr Ketan M Shah, Chairman of the Board of Directors presided over the meeting.

Quorum:

The Chairman announced that the requisite quorum being present, the meeting was called to order. The Chairman commenced the meeting by welcoming the Members to the 39th Annual General Meeting (AGM).

21 members including 4 authorized representatives of corporate members were present at the meeting. It was announced that no proxy form was received by the Company.

It was announced that the Register of members, Register of Directors and KMPs and their Shareholdings, Proxy Register, original minutes of the General Meetings, Auditors' Report, Secretarial Audit Report and other Statutory Registers were placed before the meeting and kept open for inspection by the members during the meeting. All material documents referred to in the Explanatory Statement of the Notice convening the 39th Annual General Meeting were made available for inspection by members.

Notice of the meeting:

With the consent of the Company's members present, the notice dated 12.08.2019 convening the 39th Annual General Meeting as circulated to the members was taken as read.

Auditors' Report:

The Chairman informed that there were no qualifications, observations or adverse remarks in the Independent Auditors' Reports and Secretarial Audit Report for the year ended 31.03.2019 except the emphasis of matter respect to SAP Implementation. The Company has implemented SAP-Hana, a leading ERP solution with effect from 1st April, 2018 by switching over from existing customer ERP system. Posting of Reconciliation of Accounts in system were in progress as on 31st March, 2019 due to first year of implementation and certain technical issue. Subsequently all the reconciliation were posted in the system and no material impact have been ascertain therein.

Ketan M Shah (P2)
 CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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The Chairman informed the members that in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Listing Agreement, the Company had engaged Link Intime India Pvt Ltd as the Authorized Agency to provide remote e-voting facility to the Members of the Company to Cast their votes for resolutions as mentioned in the 39th AGM Notice dated 12th August, 2019. The remote e-voting facility commenced from 23rd September, 2019 at 9.00 A.M and ended on 25th September, 2019 at 5.00 P.M.

The Chairman informed that the Company has made arrangement to provide facility of voting by Ballot paper at the Annual General Meeting to those members who could not cast their vote by remote e-Voting.

The members were informed that the Company has not received questions in advance on the Financial Statements for the Financial Year 2018-19 or on any other resolution from any of the members.

The Chairman then requested the members present to ask any question relating to the Financial Statements, policy matters, and future business plan of the Company and also on 10 Resolutions proposed for passing by the members as stated in the Notice of Annual General Meeting dated 12.08.2019.

Then, the Chairman replied all the questions from the members. There being no other questions/queries from the members, the Chairman advised the Company Secretary to carry out the procedure for voting on all 10 resolutions by Ballot Paper.

Mr Dhawal Gadda ,Scrutinizer explained in detail the procedure for exercising the votes by the members through Ballot Paper and placed all the 10 resolutions for voting. The Chairman informed that the result of the voting on each resolution shall be determined by adding the votes of the Ballot Paper in favour or against a resolution with the electronic votes cast by the members in favour or against a respective resolution.

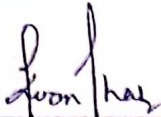
He declared that on receipt of Consolidated Scrutinizer's Report on the poll conducted (by electronic mode and by physical mode), the result of voting would be declared within 48 hours of the conclusion of this meeting at the Registered Office of the company at 601/602A, Fairlink Center, Off Andheri Link Road, Andheri (West), Mumbai-400 053.

The result to be declared for each resolution shall indicate separately the votes cast in favour of the resolution (assent) and votes cast against the resolution (dissent) including invalid votes, if any and would be intimated to the BSE along with Report of the Scrutinizer. He further stated that the voting results shall also be uploaded on the Company's website i.e. www.simplexcastings.com. The Consolidated Scrutinizer's Report on Remote e-voting and Poll would be available at the Registered Office of the Company.

Conduct of Ballot Voting

The Company Secretary conducted the voting procedure by distributing Ballot papers, showing empty Ballot Box to the members, locking and sealing empty Ballot Box in the presence of members and proxy holders.

After ensuring that all members present had cast their votes, the Scrutinizer closed the voting at 4.00 p.m. and then took the custody of the Polling Box . Then, the Annual General Meeting was concluded with a vote of thanks to the Chairman at 4.00 p.m.


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CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

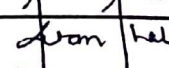
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Result of voting (remote e-voting and Ballot Papers) Conducted on the items of Ordinary and Special Business at the 39th Annual General Meeting of the Company held on 26th September, 2019.

On the basis of Combine Scrutinizers report dated 27th September, 2019 for E-voting and Ballot paper voting conducted at Annual General Meeting, as per results of the voting, the resolution for the Ordinary business as set out in Item No. 1 to 2 and Special business as set out from Item No 3 to Item No. 10 of Notice of Annual General Meeting of the Company have been duly passed by the members with requisites majority. The Results of E-voting and Poll is as under:

Resolution No as given in the Notice of the Annual General Meeting	Particulars of votes cast					Result declared
	Remote E- Voting +Poll					
	Votes cast in favour		Votes Cast against		Votes Invalid	
Number	%	Number	%	Number		
Ordinary Business						
1. To receive, consider and adopt the Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31 st March, 2019 and Profit and Loss Account of the Company for the year ended 31st March, 2019 along with the reports of the Directors and Auditors thereon.	3425971	100%	0	0%	0	Approved by requisite majority
2. To appoint a Director in place of Mr Ketan Shah (DIN: 00312343) who retires by rotation and being eligible offer himself for re-appointment.	297959	100%	0	0%	3128012	Approved by requisite Majority
Special Business						
3. Ratification of Remuneration to Cost Auditor	3425971	100%	0	0%	0	Approved by requisite majority
4. Appointment of Mrs Sannovanda Machaiah Swathi (DIN-06952954) as an Independent Director	3425971	100%	0	0%	0	Approved by requisite majority
5. Approval of Appointment and Remuneration of Mr Om Prakash Patel (DIN: 08301041) as Whole Time Director of the Company	3425871	100%	0	0%	100	Approved by requisite majority
6. Reappointment of	3425971	100%	0	0%	0	Approved

CHAIRMAN'S INITIALS



HELD AT _____ ON _____ TIME _____

Mrs Ushma Khabaria (DIN 06791342) as an Independent Director						by requisite majority
7. Re-appointment of Mrs Sangeeta Ketan Shah (DIN: 05322039) as Managing Director	297959	100%	0	0%	3128012	Approved by requisite majority
8. Approve the Remuneration to be paid to Mr Ketan M Shah, Whole Time Director and Mrs Sangeeta Ketan Shah, Managing Director	297959	100%	0	0%	3128012	Approved by requisite majority
9. Approve the Remuneration to be paid to Promoter Executive Directors	297959	100%	0	0%	3128012	Approved by requisite majority
10. Approve the reclassification of Mr Piyush P Shah and Mr G Gopalswamy from Promoter & Promoter Group to Public	3425971	100%	0	0%	0	Approved by requisite majority

The Resolutions for Ordinary and Special Business as set out at item No. 1 to 10 in the Notice of 39th Annual General Meeting duly approved by the members with requisite majority, are recorded hereunder as note of the proceedings of 39th Annual General Meeting of the members of the Company held on 26.09.2019.

ORDINARY BUSINESS

ITEM NO 1: To receive, consider and adopt the Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2019 and Profit and Loss Account of the Company for the year ended 31st March, 2019 along with the reports of the Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

"RESOLVED THAT Standalone and Consolidated Audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss for the year ended 31st March, 2019 along with notes on Financial Statements, Statement of changes in Equity for the year ended 31st March, 2019, Cash Flow Statement for the year ended 31st March, 2019, Directors' and Auditors' Reports for the year 2018-19, as circulated to the members be and are hereby approved and adopted."

The aforesaid Resolution was proposed by Mr Hitesh Kuvelkar and seconded by Mr Bhagwan Prasad Pandey, Members of the Company.

ITEM NO 2: To appoint a Director in place of Mr Ketan Shah (DIN: 00312343) who retires by rotation and being eligible offer himself for re-appointment.

Type of Resolution: Ordinary Resolution

"RESOLVED THAT Mr Ketan M Shah (DIN 00312343), who retires by rotation being eligible for re-appointment, be and is hereby reappointed as Director of the Company."

Cont (P5)

[Signature]

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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The aforesaid Resolution was proposed by Mr Joseph Benedict Martins and seconded by Mr Michael Philip John Baptist Martins, Members of the Company.

SPECIAL BUSINESS:**ITEM NO 3: Ratification of Remuneration to Cost Auditor****Type of Resolution: Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and rules thereof (including any statutory modification(s) or re-enactments thereof for time being in force) the remuneration of Rs. 70,000/- (Rupees Seventy Thousand Only) plus reimbursement of out of pocket expenses at actual basis to be paid to M/s Arindam & Associates, Cost Accountants, Raipur having Firm Registration no.000559 as Cost Auditors to conduct the audit of Cost Records of the Company for the financial year 2019-20 as recommended by the Board of the Directors, be and is hereby ratified."

The aforesaid Resolution was proposed by Mr Shivnandan Sharma and seconded by Mrs Shobha Ashok Bhare, Members of the Company.

ITEM NO 4: Appointment of Mrs Sannovanda Machaiah Swathi (DIN-06952954) as an Independent Director**Type of Resolution: Ordinary Resolution**

RESOLVED THAT Mrs Sannovanda Machaiah Swathi (DIN-06952954) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th February, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company and who has been recommended for appointment by Nomination and Remuneration Committee of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mrs Sannovanda Machaiah Swathi (DIN-06952954), who meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years upto 8th February, 2024."

The aforesaid Resolution was proposed by Mr Manoj J Bagadia and seconded by Mr Kailash Vishwakarma, Members of the Company.

ITEM NO 5: Approval of Appointment and Remuneration of Mr Om Prakash Patel (DIN: 08301041) as Whole Time Director of the Company

Om Prakash Patel
Cont... (P6)
CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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Type of Resolution: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 160, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Om Prakash Patel (DIN: 08301041), who was appointed as an Additional Director and designated as Executive Director of the Company by the Board of Directors with effect from 14th December, 2018, to hold office until the date of this annual general meeting, and in respect of whom the Company has received a Notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from 14th December, 2018 on the terms and conditions of the appointment including remuneration as set out in the Statement annexed to the Notice with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment including the remuneration as it may deem fit and as is acceptable to Mr. Om Prakash Patel.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it deem necessary and authorize executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard.”

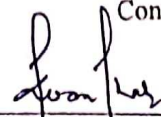
The aforesaid Resolution was proposed by Mr Shailesh R Doshi and seconded by Mr Bharat V Shah, Members of the Company.

ITEM NO 6: Reappointment of Mrs Ushma Khabaria (DIN 06791342) as an Independent Director**Type of Resolution: Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other Rules framed thereunder and pursuant to Regulation 16 (1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs Ushma Khabaria (DIN 06791342) who holds office of Independent Director up to 30th September, 2019 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying her intention to propose the candidature of Mrs Ushma Khabaria for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 1st October, 2019 to 30th September, 2024, and who shall not be liable to retire by rotation.”

The aforesaid Resolution was proposed by Mrs Hemi Lekhraj Tuliani and seconded by Mr Balkrishna N Acharya, Members of the Company.

Cont.... (P7)



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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ITEM NO 7: Re-appointment of Mrs Sangeeta Ketan Shah (DIN: 05322039) as Managing Director**Type of Resolution: Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mrs Sangeeta K Shah (DIN: 05322039) as Managing Director of the Company for a period of five years, with effect from 1st October, 2019 to 30th September, 2024, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and Managing Director .

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

The aforesaid Resolution was proposed by Mrs Lakshmi Lekhraj Tuliani and seconded by Mr Manoj Bagadia ,Members of the Company.

ITEM NO 8: Approve the Remuneration to be paid to Mr Ketan M Shah, Whole Time Director and Mrs Sangeeta Ketan Shah, Managing Director**Type of Resolution: Special Resolution**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, and subject to such approval(s), consent(s) or permission(s), as may be required, the consent of the members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, to Mr Ketan M Shah (DIN:00312343), Whole Time Director and Mrs Sangeeta Ketan Shah (DIN: 05322039), Managing Director of the Company, for the financial year 2019-20 and for further two consecutive years in case of absence or inadequate profits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

The aforesaid Resolution was proposed by Mr Shivnandan Sharma and seconded by Mr Kailash Vishwakarma ,Members of the Company.

ITEM NO 9: Approve the Remuneration to be paid to Promoter Executive Directors**Type of Resolution: Special Resolution**

RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under:

CHAIRMAN'S INITIALS
Cont ... (PS)

[Handwritten Signature]

HELD AT _____ ON _____ TIME _____

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(a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding Rs 5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or

(b) aggregate annual remuneration to all Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit;

RESOLVED FURTHER THAT the approval hereinabove granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commencing from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to the above Resolution."

The aforesaid Resolution was proposed by Mrs Shobha Ashok Bhurne and seconded by Mr Hitesh Kuvellar, Members of the Company.

ITEM NO 10: Approve the reclassification of Mr Piyush P Shah and Mr G Gopalswamy from Promoter & Promoter Group to Public

Type of Resolution: Special Resolution

"RESOLVED THAT pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the "Applicants") and currently forming part of the "Promoter and Promoter Group" holding 4486 Equity Shares aggregating to 0.07% of the paid up capital of the Company, from "Promoter & Promoter Group" shareholding of the Company to the "Public" shareholding of the Company:

Name of Entity/Person	Total No. of Equity Shares	% of total Equity Share Capital
G Gopalswamy	0	0.00
Piyush P Shah	4486	0.07

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and shall also comply with other applicable Regulations/provisions, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

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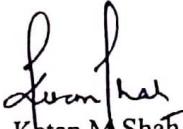

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

The aforesaid Resolution was proposed by Mr Shailesh R Doshi and seconded by Mr Joseph Benedict Martins, Members of the Company.


Ketan M. Shah
(Chairman)

Date :12.10.2019

Place:Mumbai