



# Simplex Castings Ltd.

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CIN : L27320MH1980PLC067459



Ref: SCL/FY2021-22/BSE/30

Date: 30.10.2021

To  
Bombay Stock Exchange  
The Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street - Mumbai 400 001  
Scrip Code No.: 513472

Dear Sir,

Subject: Submission of Minutes of 41st Annual General Meeting.

Please find enclosed herewith the certified true copy of the Minutes of 41st Annual General Meeting of the shareholders of Simplex Castings Limited held on 30th September 2021 at 3.00 PM through video conferencing (VC) / other audio-visual means (OAVM).

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For, Simplex Castings Limited

Ketan M Shah  
Chairman

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		selmumbai@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> 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	selbhilai@simplexcastings.com
Rajnandgaon (Plant)	: 223/2, 224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441 (C.G.) INDIA	9203901697	0788-2285664	seltedesara@simplexcastings.com

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF PROCEEDINGS OF THE 41ST ANNUAL GENERAL MEETING OF SIMPLEX CASTINGS LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2021 AT 3.00 P.M THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO-VISUAL MEANS ('OAVM') WHICH CONCLUDED AT 3.42 P.M**

**DIRECTORS PRESENT:**

Mr Ketan M Shah	Wholetime Director, and Member
Mrs Sangeeta K Shah	Managing Director and Member
Mr Om Prakash Patel	Wholetime Director and Member
Mr. Champak K Dedhia	Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relation Committee
Mrs S M Swathi	Independent Director
Mrs Ushma Khabaria	Independent Director

Apart from the above, 17 other members were also present. In all, 20 members were present.

**Chairman of Meeting**

Mr. Ketan M Shah - Chairman, presided over the meeting. The Chairman welcomed all the shareholders present at the Annual General Meeting and introduced the Board members.

**Quorum**

The Chairman announced that the requisite quorum were present as per Section 103 of the Companies Act, 2013, the meeting was called to order. The Chairman informed the members that all the members of the Board of Directors including Chairman of all the committees of the Board are present at the Annual General Meeting.

The Chairman further confirmed that the Company Secretary, the Statutory Auditors and the Secretarial Auditors, are also attending the meeting and announced that the statutory registers are available for inspection and the members, if they so desire, can request for inspection.

**Report**

The Chairman then, with permission of the members, declared the Notice of the 41<sup>st</sup> Annual General Meeting, the Report of the Statutory Auditors and the Financial Statements as read.

The Chairman then asked the Company Secretary to read out the observations of the Statutory Auditors and the management's reply to the observations. The same were read out by the Company Secretary.

**Chairman's Speech**

The Chairman addressed the member and briefed them about the performance of the company. He further brought to the notice of the member the achievement made by the Company during the period and explained the company's policy being adopted for growth in coming future. The Chairman then addressed the members with respect to Company' economic scenario, future outlook and relevant matters.

After this, Chairman invited the members to share their views / ask questions. It was informed by the Company Secretary that there were no queries raised by any of the Shareholders on any of the agenda put up before the meeting.

Thereafter, the Chairman authorised the Scrutinizer /Company Secretary to carry out the voting activity. The Chairman also announced that the Company has provided necessary remote e-voting facility and has also made arrangements for voting at the AGM.

The Chairman thanked all the members present at the meeting. He announced that the evoting shall be available for 30 minutes after the AGM . He further informed that the results will be declared within the prescribed time on receipt of the voting details from NSDL apnd the report from the scrutinizer. He also informed the Members that the voting results will be made available on the websites of the Company and the National Securities Depositories Limited.

\_\_\_\_\_  
CHAIRMAN'S INITIALS



HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

~~Thereafter Company Secretary informed that in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), the Company had provided to the Members the facility to cast their vote through remote e-voting means from 27.09.2021 to 29.09.2021. It was also informed to the Members that the Facility of e-voting is made available at the meeting for Members who have not cast their vote through the remote e-voting means.~~

The Company Secretary informed the Members about the business to be transacted at the Meeting. As per notice convening the 41<sup>st</sup> AGM of the Company, the following businesses were transacted at the Meeting. Resolution Nos. from 1 to 4 were Ordinary Resolutions and Resolution Nos. 5 was Special Resolution.

**Item No. 1** To consider and adopt the audited financial statements including consolidated financial statements, for the financial year ended 31st March, 2021 - **Ordinary Resolution**

**"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, adopted and approved."

**"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**Item No. 2** To appoint a Director in place of Mr. Ketan M Shah (DIN: 00312343) who retires by rotation and being eligible offer himself for re-appointment- **Ordinary Resolution**

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


**Item No.3** Re-Appointment of Statutory Auditor- **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to reappoint M/s. APAS & Co LLP, Chartered Accountants (Firm Registration No.000340C/C400308) as the Statutory Auditors of the Company for a period of three year to hold office from the conclusion of this 41st Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company at Rs 7,00,000 yearly (Rupees Seven Lacs only) plus applicable taxes, and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**Item No.4.** Ratification of Remuneration to Cost Auditor- **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 2021-22 as recommended by the Board of the Directors, be and is hereby ratified."

  
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CHAIRMAN'S INITIALS



HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Item No.5. Re-appointment of Mr Champak Kalyanji Dedhia (DIN:00044969) as an Independent Director of the Company to hold office for a second term from 1st August, 2021 to 31st July, 2026 - Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof ], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mr Champak Kalyanji Dedhia (DIN:00044969), who was appointed as an Independent Director of the Company at the 36th Annual General Meeting of the Company and holds office upto July 31, 2021 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 1, 2021 upto July 31, 2026.”

The Company Secretary thanked the shareholder for their co-operation and attendance and also thanked the Chairman and all the Directors who had joined the meeting. He further, stated that the meeting would remain open for 30 minutes for voting and conclude thereafter.

The consolidated Scrutinizer's Report was submitted by the scrutinizer on 01.10.2021 and as per the said report all the resolutions have been passed with requisite majority. The summary of combined report of scrutinizer on remote e-voting and e-voting conducted at the meeting is as under:

#### **ITEM NO. 1— ORDINARY RESOLUTION**

**Adoption of audited financial statements including consolidated financial statements, for the financial year ended 31st March, 2021.**

(i) Voted in favour of the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
36	3429798	99.92

(ii) Voted against the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
6	2729	0.08

(iii) Abstain votes

Total Number of members whose votes where declares Abstain	Total number of vote cast by them
-	-

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**ITEM NO. 2— ORDINARY RESOLUTION**

Appoint a Director in place of Mr Ketan M Shah (DIN:00312343) who retires by rotation and being eligible offer himself for re-appointment.

(i) Voted in favour of the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
34	301586	99.10

(ii) Voted against the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
6	2729	0.90

(iii) Abstain votes

Total Number of members whose votes where declares Abstain	Total number of vote cast by them
2	3128212

**ITEM NO. 3 - ORDINARY RESOLUTION**

Re-Appointment of M/s. APAS & Co, LLP Chartered Accountants as Statutory Auditor of the Company.

(i) Voted in favour of the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
36	3429798	99.92

(ii) Voted against the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
6	2729	0.08

(iii) Abstain votes

Total Number of members whose votes where declares Abstain	Total number of vote cast by them
-	-



HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**SPECIAL BUSINESS:****ITEM NO. 4 - ORDINARY RESOLUTION****Ratification of Remuneration to Cost Auditor**

(i) Voted in favour of the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
35	3429638	99.92

(ii) Voted against the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
7	2889	0.08

(iii) Abstain votes

Total Number of members whose votes where declares Abstain	Total number of vote cast by them
-	-

**ITEM NO. 5 - SPECIAL RESOLUTION**

**Re-Appointment of Mr Champak Kalyani Dedhia (DIN: 00044969) as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2026**

(i) Voted in favour of the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
35	3428798	99.89

(ii) Voted against the resolutions

No. of members Voted	Number of votes cast by them	% of total number of valid vote cast
7	3729	0.11

(iii) Abstain votes

Total Number of members whose votes where declares Abstain	Total number of vote cast by them
-	-