



Simplex Castings Ltd.

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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/34

Date: 03/09/2019

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: Intimation Regarding Annual General Meeting, Remote E-Voting and Submission of Notice.

Dear Sir/ Madam,

This is to inform you that the 39th Annual General Meeting (AGM) of Simplex Castings Limited is scheduled to be held on Thursday, 26th September, 2019 at 3.00 PM at the Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12K Dubhash Marg, Fort, Mumbai-400 001

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find attached herewith the Notice of AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the remote e-voting facility to its shareholders to exercise their vote by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL) vide EVEN- 190207 and through Ballot Paper at the venue of the meeting.

The remote e-voting period shall commence on 23.09.2019 (09:00 AM) and ends on 25.09.2019 (05:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.09.2019 may cast their vote electronically.

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 (WB) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Bhilai (Plant)	: 5. INDUSTRIAL ESTATE, BIHLAI - 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



NOTICE

Notice is hereby given that the Thirty-Ninth Annual General Meeting (AGM) of the members of Simplex Castings Limited will be held on Thursday, 26th September, 2019 at 3:00 pm, at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12K Dubhash Marg, Fort, Mumbai-400 001 to transact the following business :-

ORDINARY BUSINESS:

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.
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.

SPECIAL BUSINESS:

3. Ratification of Remuneration to Cost Auditor

To Consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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.”

4. Appointment of Mrs Sannovanda Machaiah Swathi (DIN-06952954) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **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.”

5. Approval of Appointment and Remuneration of Mr Om Prakash Patel (DIN: 08301041) as Whole Time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **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.”

6. Reappointment of Mrs Ushma Khabaria (DIN: 06791342) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **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.”

7. Re-appointment of Mrs Sangeeta Ketan Shah (DIN : 05322039) as Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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.”

8. Approve the Remuneration to be paid to Mr Ketan M Shah, Whole Time Director and Mrs Sangeeta Ketan Shah, Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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.”

9. Approve the Remuneration to be paid to Promoter Executive Directors

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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:

- (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.”

10. Approve the reclassification of Mr Piyush P Shah and Mr G Gopalswamy from Promoter & Promoter Group to Public

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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.

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.”

By Order of the Board
Simplex Castings Limited

D Meena
Company Secretary

Date:12.08.2019

Place : Raipur

Reg Off: 601/602A, Fairlink Center,

Off Andheri Link Road, Andheri (W), Mumbai-400 053.

NOTES:

- a) The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 3 to 10 of the accompanying Notice is annexed hereto.
- b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.

Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- c) Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

- d) The Register of Members and Share Transfer Books of the Company will be closed from 20th September, 2019 to 26th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting for the year ended 31st March, 2019.
- e) Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
- f) Electronic copy of the Annual Report for F.Y. 2018-19 along with Notice of the 39th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for F.Y. 2018-19 along with Notice of the 39th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members may also note that Annual Report for F.Y. 2018-19 will also be available on the Company's website www.simplexcastings.com for download.
- g) Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the AGM venue.
- h) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.
- i) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- j) A Route Map for easy location to reach the venue of Annual General Meeting is attached as **Annexure-I** with the notice of Annual General Meeting.
- k) The cut-off date for the purpose of remote e- voting and voting at the AGM shall be 19th September, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
- l) A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure II**.
- m) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2010-11 to Investor Education and Protection Fund ("said Fund") established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company (www.simplexcastings.com), and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund on or before 2nd November 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.
- n) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on 24th October, 2019 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.simplexcastings.com. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares



only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited (UNIT: Simplex Castings Limited), C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel:022-49186000, e-mail: mt.helpdesk@linkintime.co.in.

- o) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

p) Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 39th Annual General Meeting. The business may be transacted through e-voting services rendered by Link Intime India Private Limited (LIPL).

The Instruction for e-voting as under:

- i. Log-in to e-Voting website of LIPL.
- ii. Visit the e-voting system of LIPL. 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:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. 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). • 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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details 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.
- xiii. 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).
- xiv. 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 19th September, 2019.
- xv. 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 evoting as well as voting at the AGM through ballot paper.

- xvi. The facility for voting through ballot paper shall be made available at the AGM 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.
- xvii. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM (i.e. cut-off date for dispatch 23rd August, 2019) but before the cut-off date of 19th September, 2019 may obtain their user ID and password for e-voting by sending a request to our registrar and transfer agent at rnt.helpdesk@linkintime.co.in.
- xviii. The e-voting period commences on 23rd September, 2019 (09:00 am) and ends on 25th September, 2019 (05:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of 19th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xix. Mr Dhawal Gadda of M/s Dhawal Gadda & Co , Practicing Company Secretary Mumbai 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.
- xx. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xxi. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizers Report shall be placed on the Company’s website www.simplexcastings.com and on the website of LIPL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited (BSE).

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.

Explanatory Statement [Pursuant to Section 102 of the Companies Act, 2013 (“Act”)]

The following Statement sets out all material facts relating to Item Nos. 3 to 10 mentioned in the accompanying Notice.

ITEM NO. 3

The Board of Directors of the Company on the recommendation of Audit Committee, has approved the appointment and remuneration of M/s Arindam & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2019-20.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2019-20 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at item No. 3 of the Notice for approval by the members.

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“Board”), appointed Mrs Sannovanda Machaiah Swathi as an Additional (Independent) Director of the Company, not liable to retire by rotation, with effect from 9th February, 2019. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mrs Sannovanda Machaiah Swathi will hold office up to the date of the ensuing Annual General Meeting (‘AGM’) and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Mrs Sannovanda Machaiah Swathi for the office of Director.

The Company has received from Mrs Sannovanda Machaiah Swathi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies

(Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mrs Sannovanda Machaiah Swathi as an Independent Director of the Company for a period commencing 9th February, 2019 up to 8th February, 2024 . Mrs Sannovanda Machaiah Swathi , once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mrs Sannovanda Machaiah Swathi fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management of the Company.

The profile and specific areas of expertise of Mrs Sannovanda Machaiah Swathi are provided as an annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs Sannovanda Machaiah Swathi , to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board of Directors recommend the Ordinary Resolution as set out at item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Mr Om Prakash Patel has joined Simplex Castings Limited in year 1983 and got promoted in several positions time to time. He was headed the Marketing department and designated as Assistant Vice President (Marketing). Mr Om Prakash Patel has made significant contribution in areas of Production , Design ,Maintenance and Marketing.

In order to optimize the composition of the Board with right mix of domain expertise given the vision of the company, at the recommendation of Nomination and Remuneration Committee, Mr. Om Prakash Patel was appointed by the Board of Directors as an Additional Director in the category of Executive Director for a tenure of 5 years w.e.f 14th December 2018 subject to approval by shareholders of the Company.

The Brief profile of Mr. Om Prakash Patel, the nature of his expertise, the names of listed entities in which he holds directorships/ memberships of Committees of Board, and details of his shareholding in the Company and other information is annexed to the Explanatory Statement.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the appointment of Mr. Om Prakash Patel for the office of Director of the company.

Mr Om Prakash Patel will receive the salary of Rs 1,58,333/- per month as recommended by the Nomination and Remuneration and the same approved by the Board subject to approval of Members.

Pursuant to the provisions of Sections 196 and all other applicable provisions of the Companies Act, 2013 ("the Act"), terms and conditions of appointment and the remuneration payable to Mr. Om Prakash Patel as an Executive Director (from December 14, 2018 to December 13, 2023) is now being placed before the members in the 39th Annual General Meeting for their approval by way of a Special Resolution.

Mr. Om Prakash Patel is interested in the resolution set out at Item No. 5 of the Notice.

None of the other Directors/ Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolution.

The Board recommends the Ordinary resolution(s) set out at Item No. 5 of the Notice for approval of the Member.

ITEM NO: 6

The Members of the Company in its 34th Annual General Meeting of the Company held on 29th September, 2014 appointed Mrs Ushma Khabaria (DIN 06791342) as an Independent Director of the Company for a period of five years commencing from 1st October , 2014 upto 30th September, 2019. As per Section 149(10) of the Companies Act, 2013 ('the Act') an Independent Director shall be eligible for re-appointment for the second term of upto five consecutive years with approval of the Members obtained by way of passing a special resolution.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 12th August ,2019 had re-appointed Mrs Ushma Khabaria for second term of five consecutive years with effect from 1st October, 2019 upto 30th September, 2024, subject to approval of Members.

The Company has received from Mrs Ushma Khabaria (i) declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and (ii) declaration in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge his duties with an objective independent judgment and without any external influence. In the opinion of the Board, Mrs Ushma Khabaria fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management.

Details of Mrs Ushma Khabaria are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and, (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mrs Ushma Khabaria for the office of Director.

The Board of Directors based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that her continued association as an Independent Director of the Company would be of immense benefit to the Company. It is in the interest of the Company to continue to avail the benefits of her knowledge, expertise and vast experience.

A copy of the draft letter of re-appointment of Mrs Ushma Khabaria as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

Except Mrs Ushma Khabaria , none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

The Board of Directors recommend the Special Resolution as set out at item No. 6 of the Notice for approval by the members.

ITEM NO: 7

Mrs Sangeeta Ketan Shah joined the Company as Whole Time Director effective from 1st October,2014 upto 30th September 2019. The Members had approved the Change of Designation from Whole Time Director to Managing Director of the Company with effect from 10th February,2018 till the end of the tenure of her appointment viz 30th September,2019 on 24th March ,2018 through postal ballot.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on 12th August,2019, re-appointed Mrs Sangeeta K Shah as Managing Director of the Company, not liable to retire by rotation, for a further period of five years effective 1st October,2019 to 30th September , 2024, subject to approval of the Shareholders.

The Board, while re-appointing Mrs Sangeeta K Shah as Managing Director of the Company, considered her background, experience and contributions to the Company.

Nomination and Remuneration Committee and the Board of Directors is of the opinion that the vast knowledge and experience of Mrs Sangeeta K Shah, who has been associated with the Company for more than one decade, is of great value to the Company.

The Company is being immensely benefited from her expertise. She successfully lead the Company during difficult phase for Steel sector. Mrs Sangeeta K Shah is a solid professional and excellent team leader with deep and intrinsic understanding and knowledge of the Company's business. It is in the interest of the Company to continue to avail her services as a Managing Director of the Company for a further period of 5 years with effect from 1st October, 2019 upto 30th September, 2024.



Brief terms and conditions including remuneration as Managing Director are as follows:

Salary: Rs 3,00,000/- per Month as basic salary

Commission/Royalty: Commission at 0.25% (point two five percent)of the net profits calculated in accordance with Section 196, 197, 203 and Schedule V of the Companies Act , 2013 subject to ceiling of Rs 5,00,000/- per annum.

Perquisites :

Perquisites listed under Part “A” below will be restricted to the annual salary as above or such higher limit as the Companies Act , 2013 may permit.

Part A:-

- i) Housing including gas, electricity, water and furnishings (non-interchangeable)
 - a) The expenditure by the Company for hiring accommodation, if necessary, will be Subject to 50% of Salary over and above 10% payable by the Director himself.
 - b) The expenditure incurred by the Company on gas, electricity, water and furnishings will be evaluated as per the Income Tax Rules, 1962. This will however be subject to a ceiling of 10% of the Salary of the Director.
 - c) Where accommodation is owned by the Company: Smt Sangeeta K Shah shall pay to the Company by way of rent 10% of salary. Whenever, Company does not provide accommodation, House Rent Allowance may be paid in accordance with (a) above.
- ii) Medical Benefits: For self and family, reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three months salary in a block of three years.
- iii) Leave Travel Concession: For self and family once a year in accordance with the rules of the Company.
- iv) Club Fees: Subject to a maximum of two clubs provided that no life membership or admission fee is paid.
- v) Personal Accident Insurance: An amount, the annual premium of which does not exceed Rs. 50000/- per annum.

Part B:-

Item (vi), (vii) and (viii) listed below will not be considered or included for the computation of ceiling or perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

- vi) Company's contribution towards Provident Fund subject to a ceiling of 12% of the Salary or such other percentage that may be prescribed by Government from time to time.
- vii) Company's contribution towards Pension/ Superannuation Fund subject to an overall ceiling for (vi) &(vii) of 25% of the salary as laid down in the Income Tax Rules, 1962 (The overall ceiling referred to above will be non inter- changeable).

- viii) Gratuity is payable in accordance with an approved Fund which does not exceed one half month's salary for each complete year of service subject to ceiling of Rs.20,00,000/-.

Part C:-

- ix) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephones and use of car for private purpose shall be billed to the Director.
- x) Earned / Privileged leave of full pay and allowances will be as per rules of the Company but not more than one month's leave for every eleven months of service. However, Leave accumulated but not availed of will not be allowed to be uncashed.
- xi) The Director and the Company shall have the right to terminate the agreement by giving the other party six months clear notice in writing.
- xii) If the tenure of her Office is determined by any reason whatsoever before the expiration of the agreement, she shall be entitled to compensation for loss of Office for the unexpired residue of her term or for three years whichever is shorter calculated on the basis of average remuneration actually earned by him during the three years or lesser period as above, immediately preceding the date on which he ceases to hold Office.

Valuation of Perquisites: Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

Computation of ceiling: The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination and Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.

The profile and specific areas of expertise of Mrs Sangeeta K Shah are provided as annexure to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is

sought for the re-appointment and terms of remuneration of Mrs Sangeeta K Shah as Managing Director as set out above.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mrs Sangeeta K Shah and Mr Ketan M Shah are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 7 for the approval of Members.

ITEM NO :8

Mr Ketan Moolchand Shah:

The Members of the Company at the Annual General Meeting held on 23rd September 2015 had approved the reappointment of Mr Ketan Moolchand Shah as Managing Director of the Company for further period of five years and remuneration payable to Mr Ketan Moolchand Shah, Managing Director of the Company and the Board of Directors were authorized to revise the same within the overall limits prescribed in this regard.

Further the members has approved the change of designation of Mr Ketan M Shah from Managing Director to Whole Time Director with effect from 10th February,2018.

Due to inadequate profit, Mr Ketan Moolchand Shah shall paid minimum remuneration of Rs 3,75,000/- per month plus perquisites accordance with Section II (A) of Part II of Schedule V of the Companies Act, 2013.

He has contributed a lot towards the growth of Company. He has been drawing minimum remuneration since 2010 due to inadequate profit.

Further, Mr Ketan Moolchand Shah is Promoter as envisaged in clause 2(1)(za) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 as amended from time to time.

Mrs Sangeeta Ketan Shah:

The Members of the Company at the Annual General Meeting held on 29th September 2014 had approved the appointment of Mrs Sangeeta Ketan Shah as Whole Time Director of the Company for period of five years and remuneration payable to Mrs Sangeeta Ketan Shah, Whole Time Director of the Company and the Board of Directors were authorized to revise the same within the overall limits prescribed in this regard.

Further the members has approved the change of designation of Mrs Sangeeta K Shah from Whole Time Director to Managing Director with effect from 10th February, 2018.

Due to inadequate profit, Mrs Sangeeta Ketan Shah shall paid minimum remuneration of Rs 3,00,000/- per month plus perquisites accordance with Section II (A) of Part II of Schedule V of the Companies Act, 2013.

Mrs Sangeeta Ketan Shah has contributed a lot towards the growth of Company. She has been drawing minimum remuneration from the date of her appointment due to inadequate profit.

Further, Mrs Sangeeta Ketan Shah is part of Promoter Group as envisaged in clause 2(1)(zb) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 as amended from time to time.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:-

1. Nature of Industry: Castings Industry
2. Date or expected date of commencement of commercial production:
Simplex Castings Limited was incorporated as a private company on 30th January, 1980. Subsequently, the Company got converted to Public Company in 1993.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial Performance based on given indicators-

Particulars	2018-19	2017-18
Turnover	18297.82	22442.04
Total Revenue	18673.73	22587.15
Profit before tax	(2494.16)	327.97
Profit after tax	(1582.18)	335.47

5. Foreign investments or collaborations, if any: The Company has incorporated wholly owned subsidiary company in Singapore named Simplex Castings International Pte Ltd.

II. Information about the Appointee:

1. Background Details:

Mr Ketan Moolchand Shah:

Mr Ketan Moolchand Shah holds a Bachelor degree in Mechanical Engineering from the Madhav Institute of Technology and Science, Gwalior (M.P) and a postgraduate degree in Business Management from the University of Florida. Over the period of his thirty years of experience and being an innovative technocrat, company succeeded in positioning its global presence as one of the reliable name for customers.

Mrs Sangeeta Ketan Shah:

Mrs Sangeeta Ketan Shah holds Master degree in Business Administration. She is an experienced and dynamic women entrepreneur. She is an active member of Industrial Association, Confederation of Indian Industry, Institute of Indian Foundry, Chhattisgarh Skills Development, and also holds membership in various committees and associations.



2. Past Remuneration:
Mr Ketan Moolchand Shah: Rs 3,75,000 P.M Plus perquisites
Mrs Sangeeta Ketan Shah: Rs 3,00,000 P.M Plus perquisites
3. Recognition or awards:NA
4. Job Profile and his suitability:
Mr Ketan Moolchand Shah has played an important role as a Leader in developing our Company business. He has a vast and varied experience in Marketing and Production function.
Mrs Sangeeta Ketan Shah has played an important role in handling the administration functions. She is also a perfect personality to handle all major commercial and financial aspects of the Company.
5. Remuneration Proposed:
Mr Ketan Moolchand Shah- Rs 3,75,000 P.M Plus perquisites
Mrs Sangeeta Ketan Shah- Rs 3,00,000 P.M Plus perquisites
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr Ketan Moolchand Shah and Mrs Sangeeta Ketan Shah, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:
Beside their proposed remuneration and except the transactions as mentioned under the heading 'Related Party Transaction' in the Notes to the Accounts, the appointees do not have any pecuniary relation with the managerial persons.

III. Other information:

- (1) Reasons of loss or inadequate Profits:
Due to lack of demand of steel products in the infrastructure, railway and power sector the major sectors where company sells its products. Because of lack of development and liquidity crunch in these sectors there has been a low demand of company's products.
- (2) Steps taken or proposed to be taken for improvement and Expected increase in Productivity and Profits in measurable terms:
As long as these sectors continue to underperform, the prospects of the Company to achieve a higher level of production and growth will remain unattained. However the company is forecasting a good demand in its products in the second quarter

of current financial year in the market which will eventually help increasing the production level of the company thereby increasing profits.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading "Details of remuneration paid to the Directors of the Company" for the year ended March 31, 2019.

The Resolution at Item No. 8 is recommended by the Board for approval by the Members by passing Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr Ketan Moolchand Shah, Mrs Sangeeta Ketan Shah and their relatives is concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

ITEM NO : 9

As per newly introduced Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Mr. Ketan M Shah, Chairman and Mrs Sangeeta K Shah, Managing Director, are the promoters of the Company and their aggregate annual remuneration exceeds 5% of the net profits of the Company.

In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members' approval by way of Special Resolution for paying remuneration at the same levels as paid during the financial year 2018-2019, to both Executive Directors for the remaining part of their current term to each of the Executive Director, namely, Mr Ketan M Shah, Chairman and Mrs Sangeeta K Shah, Managing Director, commencing from 1st April 2019.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

The Board of Directors commends passing of this special resolution as set out at item no. 9 of this Notice.

Except Mrs Sangeeta Ketan Shah and Mr Ketan M Shah, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO : 10

The Company had received letter from the following entity / person(s) falling under the category of Promoter/ Promoter Group of the Company requesting to the Company for reclassification of their Shareholding from the category of “Promoter/Promoter Group” to “Public category”:

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

Mr Piyush P Shah and Mr G Gopalswamy were resigned from the Company from the position of Executive director with effect from 14th December,2018 and 16th October,2018.

The aforesaid entity/person(s) together are holding very insignificant shareholding, which constitutes only 0.07% of the total paid up equity capital of the Company.

The aforesaid entity/person(s) do not exercise any control over the Company and are not involved in the management of the Company presently. Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid entity/person(s) seeking re-classification have confirmed that:

- i) they are not holding more than ten percent of the total voting rights in the Company.
- ii) they do not exercise control over the affairs of the Company directly or indirectly.
- iii) they have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv) they are not represented on the board of directors (including not having a nominee director) of the Company.
- v) they do not act as Key managerial person in the Company.
- vi) they are not ‘wilful defaulter’ as per the Reserve Bank of India Guidelines.
- vii) they are not fugitive economic offender.

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause (b) of Sub-regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as promoter/ persons belonging to Promoter Group as applicable. Based on the letter received from the above Promoter entity/ Person(s) and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub- regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018.

The members of the Board of Directors at their meeting held on 29th May,2019 considered and approved the application for reclassification of Mr G Gopalswamy and Mr Piyush P Shah from Promoter/Promoter group to Public subject to approval of the Members of the Company at the Annual general meeting and also subject to the approval of the Stock Exchanges.

The Board, recommends the Special Resolution of Item no. 10 of the accompanying notice for the approval of the members of the Company.

None of your Directors or key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special resolution as per item no.10 of the notice.

By Order of the Board
Simplex Castings Limited

D Meena
Company Secretary

Date:12.08.2019

Place : Raipur

Reg Off: 601/602A,Fairlink Center,

Off Andheri Link Road,

Andheri (W), Mumbai-400 053.



SIMPLEX CASTINGS LIMITED

CIN:L27320MH1980PLC067459

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

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:

- Name: _____ Email Id: _____
Address: _____
Signature: _____, or failing him / her
- Name: _____ Email Id: _____
Address: _____
Signature: _____, or failing him / her
- Name: _____ Email Id: _____
Address: _____
Signature: _____

as my/our Proxy to attend and vote for me /us and on my / our behalf at the 39th Annual General Meeting of the Company, to be held on Thursday, 26th September, 2019 at 3.00 P.M. at Baba Saheb Dhaanukar hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th floor, 12, K Dubhash Road, Fort, Mumbai-400001, and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.		Vote (See Note 3)	
		For	Against
Ordinary Business			
1	Consider and adopt: Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and Auditors thereon		
2	Appoint a Director in place of Mr. Ketan M Shah(DIN:00312343) who retires by rotation and being eligible offer himself for re-appointment.		
Special Business			
3	Ratify the remuneration of Cost Auditor.		
4	Appointment of Mrs Sannovanda Machaiah Swathi (DIN-06952954) as an Independent Director.		
5	Approval of Appointment and Remuneration of Mr Om Prakash Patel (DIN: 08301041) as Whole Time Director of the Company.		
6	Re appointment of Mrs Ushma Khabaria (DIN 06791342) as an Independent Director.		
7	Re-appointment of Mrs Sangeeta Ketan Shah(DIN :05322039) as Managing Director.		
8	Approve the Remuneration to be paid to Mr Ketan M Shah, Whole Time Director and Mrs Sangeeta Ketan Shah, Managing Director.		
9	Approve the Remuneration to be paid to Promoter Executive Directors.		

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

Signature of Shareholder

Signature of Proxy holder(s)

Please affix Re.1/- revenue stamp

TEAR HERE

NOTE:

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. 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.
3. 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.
4. A Proxy need not be a member of the Company.
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.



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

ATTENDANCE SLIP FOR 39th ANNUAL GENERAL MEETING

Registered Folio No / DP ID & Client ID	
No. of Shares	
Name and Address of the Shareholder(s):	
Joint Holder(s):	

I/we hereby record my/our presence at the 39th Annual General Meeting of the Company held at "Baba Saheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th floor, 12, K Dubhash Marg, Fort, Mumbai-400001" on Thursday, September 26, 2019 at 3.00 p.m.

If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of the Proxy	Signature

Note: Please sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.

TEAR HERE

----- ✂ ----- TEAR HERE ----- ✂ -----

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	*Default PAN
190207		

*** Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.**

Note: Please read the instructions for e-voting given along with notice of the 39th Annual General Meeting. The Voting period starts from Monday, September 23, 2019 (9.00 a.m.) and ends on Wednesday, September 25, 2019 (5.00 p.m.). The voting module shall be disabled by Link Intime India Private Limited for voting thereafter.