



Simplex Castings Ltd.

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

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E-Mail : sclho@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



Date: 01.09.2016

Ref: SCL/AGM/2016/2

To,

The Corporate Relation Department,
The BSE Limited
First Floor, PJ Towers
Dalal Street, Mumbai- 400 001

Dear Sir/Madam,

Sub: Notice of 36th Annual General Meeting to be held on 29th September, 2016

Ref: Scrip Code- 513472

In Compliances with Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulation 2015, please find attached herewith the Notice of 36th Annual General Meeting of Simplex Castings Limited will be held on 29th September , 2016 at 3.00 P.M at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce , Industry & Agriculture , Orion House, 6th Floor, 12 K Dubhash Marg, Fort, Mumbai- 400 001

Kindly disseminate the information on the official website of the exchange for the information of all members of the Exchange and Investors.

Thanking You,

Yours Faithfully

For, Simplex castings Limited

D Meena
Company Secretary

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		sclmumbai@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 th FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Bhilai (Plant)	: 5, INDUSTRIAL ESTATE, BHILAI - 490026 (C.G.) INDIA	0788-4015273	0788-4034188	sclbhilai@simplexcastings.com
Raipur (Plant)	: 750. URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	sclurla@simplexcastings.com
Rajnandgaon (Plant)	: 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 sixth Annual General Meeting of the members of Simplex Castings Limited will be held on Thursday, 29th September, 2016 at 3.00 p.m at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K Dubhash Marg, Fort, Mumbai- 400 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr Ketan M Shah (DIN-00312343), who retires by rotation and being eligible, offers himself for re-appointment.

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

"**RESOLVED THAT** interim dividend at the rate of Rs 0.50 per equity share of Rs 10/- (Ten rupees) each declared by the Board of Directors of the Company through circular resolution on 12th March, 2016, be and is hereby confirmed as final dividend for the financial year ended 31st March, 2016."

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

"**RESOLVED THAT** M/s Taunk & Srikanth, Chartered Accountants having firm Registration No. 001524C be and are hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of the Directors."

SPECIAL BUSINESS:

5. 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-enactment thereof for time being in force) the remuneration of Rs.2,00,000/- (Rupees Two Lacs Only) plus reimbursement of out of pocket expenses at actual basis to be paid to M/s. Arindam & Associates (Cost Accountants) Raipur, Cost Auditors for the conduct of the cost audit of the Company for the Financial Year 2016-17 as recommended by the Board of the Directors, be and is hereby ratified."

6. 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 149,152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force),read with Schedule IV of the act and Regulation 16(b) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations 2015, Mr Champak K Dedhia(DIN-00044969) who was appointed as an Additional Director of the Company in the Category of Independent Director, by the Board of Directors with effect from 1st August, 2016 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member signifying his intention to propose Mr Champak K Dedhia as a Candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term upto 31st July, 2021 or upto the conclusion of the 41st Annual General Meeting of the Company in the calendar year 2021, whichever is earlier."

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

"**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members, be and is hereby accorded to the reclassification of the status of the shareholding of Mrs. Tarulata H Shah, holding 35540 equity shares aggregating to 0.59% of the paid up capital of the Company, from the 'Promoter and Promoter Group' shareholding of the Company to the 'Public' shareholding of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By order of the Board of Directors
For, **Simplex Castings Limited**

D.Meena
Company Secretary and Compliance Officer

Registered office
601/602A, Fairlink Centre
Off Andheri Link Road, Andheri(W), Mumbai-400 053

Date:01/08/2016
Place: Mumbai



NOTES:

- a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses set out in the Notice, wherever applicable, 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.**
- c) **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.**
- d) 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 authorising their representative to attend and vote on their behalf at the AGM.
- e) The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).
- f) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent of the Company, viz., Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078, quoting their Folio Number(s).
- g) 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.
- h) Copies of the Annual Report will not be distributed at the Annual General Meeting; Members are requested to bring their copy of the Annual Report to the Meeting.
- i) The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be. Members holding shares in physical form, should submit their PAN details to the Company/RTA.
- j) Electronic copy of the Annual Report for F.Y. 2015-16 alongwith Notice of the 36th 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 Participants(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. 2015-16 along with Notice of the 36th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent in the permitted mode.
- k) Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, till date the Company has transferred to IEPF the unpaid and unclaimed amount pertaining to dividends declared up to the financial year 2007-08. Members who have not yet encashed their dividend warrants for the financial year 2008-09 onwards are requested to make their claims to the Company/RTA immediately.
- l) Members may also note that Annual Report for F.Y.2015-16 will also be available on the Company's website www.simplexcastings.com for download.
- m) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Link Intime.
- n) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- o) A Route Map for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
- p) Voting through electronic means**
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL);
- The instructions for shareholders voting electronically are as under:



(i) The voting period begins on Monday, 26th September 2016 from 9.00 a.m and ends on Wednesday, 28th September 2016 at 5 p.m. 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 22nd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Board of Directors of the Company has appointed Mr Dhawal Gadda of Dhawal Gadda & Co, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

(xx) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xxi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.simplexcastings.com and on the website of CDSL www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

ANNEXURE TO NOTICE :

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

The statement pursuant to section 102(1) of the Companies Act, 2013 for Item no 5 to 7 of the accompanying notice is as under:

ITEM NO. 5:

The Board, on the recommendation of Audit Committee, has approved the re-appointment of M/s Arindam & Associates, Cost Accountants as Cost Auditor at a remuneration of Rs 2,00,000/- (Rupees Two Lacs only) per annum plus out of pocket expenses at actual basis, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2017.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly consent of the members is sought for passing an Ordinary Resolution as set out at item no 5 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31 March 2017.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution for your approval.

ITEM NO.6:

Mr Champak K Dedhia (DIN-00044969), was appointed as an Additional Director by the Board with effect from 1st August, 2016 pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr Champak K Dedhia will hold office upto the date of ensuring Annual General Meeting. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013 from a member alongwith a Deposit of Rs 1,00,000 proposing the candidature of Mr Champak K Dedhia for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr Champak K Dedhia is a Chartered Accountant and practicing since more than 20 Years in the areas of Corporate Audit and Taxation, Tax Planning and Transaction Structuring, Consulting on Corporate Restructuring, NBFC Regulations, FEMA etc. Currently he is Partner in UKG & Associates, Chartered Accountants Mumbai.



Mr Champak K Dedhia was a president of the CVO Chartered & Cost Accountants Association (2010-11) having more than 1200 members and Member of the Corporate Committee of the Chamber of Tax Consultants.

Considering the rich experience that Mr Champak K Dedhia brings to bear, his appointment as a Director of the Company will be in its best interest.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Champak K Dedhia is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as at Item No 6 for your approval.

ITEM NO .7:

Mrs Tarulata H Shah has requested to Company vide letter dated 20th July, 2016 received on 1st August 2016, to reclassify her status of shareholding from Promoter & promoter Group to Public Group. Mrs Tarulata H Shah is holding 35540 Equity shares aggregating to 0.59%. Since her name has been included as a part of the promoter group merely because of immediate relative of Mr Arvind K Shah and Mr Shailesh A Shah who had resigned from directorship with effect from 1st July, 2015 pursuant to regulation 2(zb)(ii) of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 even though Mrs Tarulata H Shah is financially Independent person who take Independent

investment decision and is in no way related to any of the business carried out by the Company. Further she doesn't hold and have never held any Key Managerial Position in the Company. None of her act influence the decision taken by the Company and she doesn't have any special right through formal or informal arrangements with the Company.

The abovementioned letter received from Mrs Tarulata H Shah, has been placed before the Board and the Board of Directors of the Company has duly approved the same.

In accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification. In keeping with the requirement of the Stock Exchanges, the Board recommends the resolution set out at

Item No. 7 for the approval of the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution for your approval.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

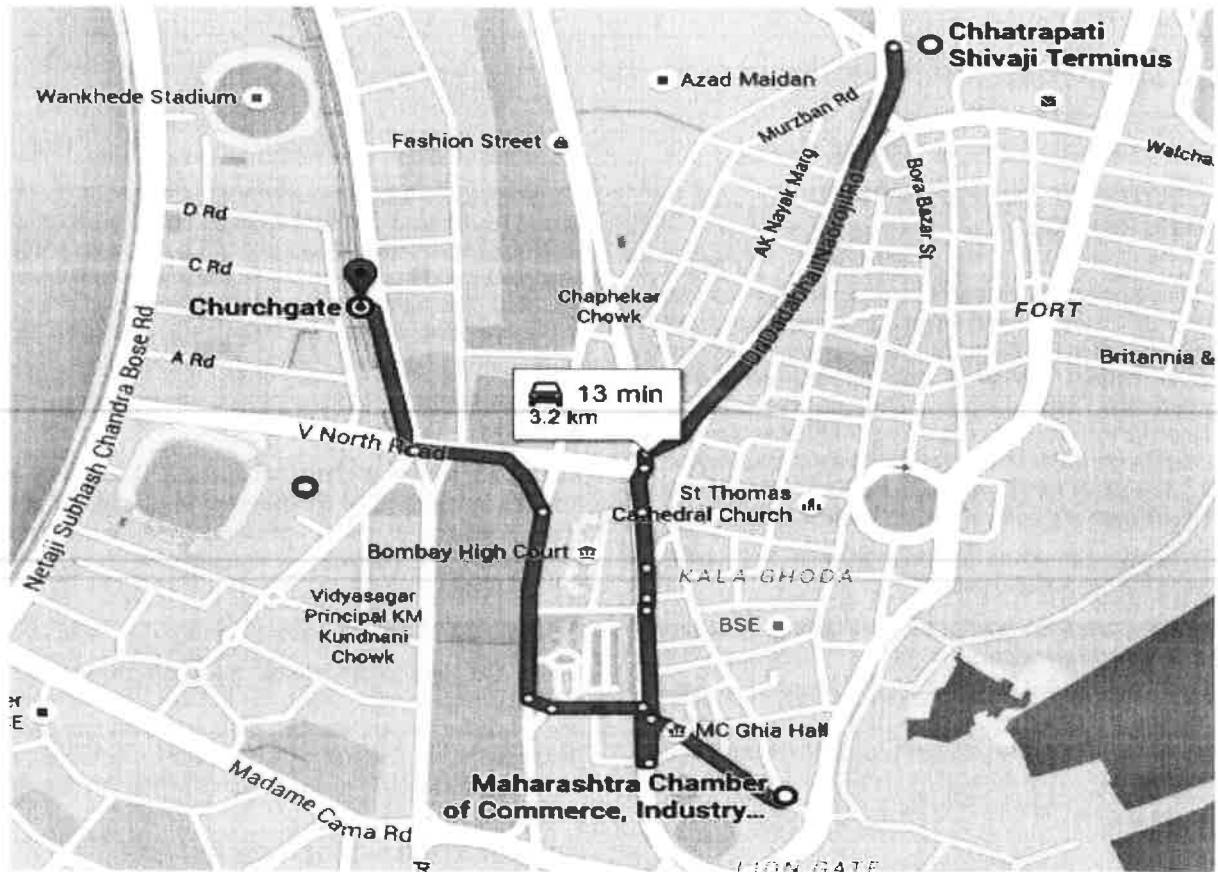
(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard -2)

Name of Directors	Mr Ketan M Shah	Mr Champak K Dedhia
Date of Birth	02/12/1965	15/02/1973
Date of first Appointment on the Board	12/03/1993	01/08/2016
Qualification	B.E (Mechanical) & MBA	B. COM & F.C.A
Experience /Expertise in specific functional areas/brief resume of the Director	Mr Ketan M Shah holds a Bachelor of Engineering (Mechanical) degree from the Madhav Institute of Technology and Science,Gwalior (M.P) and a postgraduate degree in business management from the University of Florida, specializing in marketing. He has more than twenty one years of vast experience in Marketing and production functions.	Mr Champak K Dedhia is a Chartered Accountant and practicing since more than 20 Years in the areas of Corporate Audit and Taxation, Tax Planning and Transaction Structuring, Consulting on Corporate Restructuring, NBFC Regulations and FEMA etc. Presently he is Partner in UKG & Associates Chartered Accountants Mumbai.
Terms & Conditions of appointment/re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of section 152 of the Companies Act, 2013	As per the letter of appointment of Independent Directors uploaded on the website of the Company pursuant to clause IV(6) of Schedule IV of the Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn	Rs 1,00,000 per month as basic salary plus other perquisites	Sitting Fees



Name of Directors	Mr Ketan M Shah	Mr Champak K Dedhia
Disclosure of relationship with other Directors, Manager and Key Managerial Personnel of the Company	Husband of Mrs Sangeeta K Shah (Director) and Cousin Brother of Mr Piyush P Shah(Director)	Not Inter-se related to any other Director or key Managerial personnel .The Company doesn't have a manager
Number of meetings of the Board of Directors attended during the FY 2015-16	4/4	NA
Other Directorships held	(a) Sim Prabha Estates & Trading Co Pvt Ltd (b) Prabha Plantations Pvt Ltd (c) SEFW Projects Pvt Ltd (d) Hem Holdings & Trading Limited	(a) Paradigm Business Solution Private Limited (b) Dave Marketing Private Limited
Membership/Chairmanship of Committees of other Boards	(a) Hem Holdings & Trading Limited - Nomination and Remuneration Committee (Chairman) - Investors Grievances Redressal Committee (Member)	Nil
Shareholding in the Company	31,04,315 Nos (51.88%)	Nil

ROUTE MAP TO THE VENUE OF THE 36TH AGM OF SIMPLEX CASTINGS LIMITED TO BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016



Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce , Industry & Agriculture
Oricon House, 6th Floor, 12 K Dubhash Marg, Fort, Mumbai- 400 001