



SIMPLEX CASTINGS LIMITED

(CIN: L27320MH1980PLC067459)

Regd. Office: 601/602A, Fairlink Center, Off Andheri Link Road, Andheri (W) Mumbai (M.H)- 400053

Tel. No- 022-40034768, Fax-022-40034768

E-mail ID: cs@simplexcastings.com, Website:www.simplexcastings.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given that the following resolutions is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form is appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions. Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on **23rd March, 2018 at 5.00 P.M.** Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Section 108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of National Securities Depository Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed **Mr. S. K. Pandey (Membership No. ACS 8546), a Practicing Company Secretary, as the Scrutinizer** for conducting the Postal Ballot voting process. After completion of his scrutiny of the postal ballots (including e-voting), he will submit his report to the Chairman or any other authorized person of the Company. The results of the Postal Ballot will be declared by the Chairman or any other authorized person of the Company on **24th March 2018 by 4:00 P.M.** and will be communicated to BSE Limited i.e. the Stock Exchange where the equity shares of the Company is listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

For, Simplex Castings Limited

sd/-

D Meena

Company Secretary

Place: Mumbai

Date : 15th February, 2018

SPECIAL BUSINESS:

Item No. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Capital of the company be and is hereby increased from Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lacs) divided into 75,00,000 (Seventy-Five Lacs) equity shares of Rs. 10/ (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional capital of Rs 2,50,00,000 (Rupees Two Crore Fifty Lacs) divided into 25,00,000 (Twenty-Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:
Clause V:

V. The Authorised Share Capital of the Company is Rs 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore only) equity shares of Rs. 10/- (Rupees Ten Only) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be for the time being, be provided by the regulations of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

Item No. 2: ALTERATION/ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 3: TO ISSUE CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Section 23,42,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company is listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to the Strategic group of Investors not forming part of Promoters of the Company, i.e. to the Non-Promoters of the Company up to 20,00,000 (Twenty Lakhs Only) Convertible Equity Warrants of face value of Rs. 10/- each at a price of Rs. 160/- per convertible equity warrants (including premium of Rs. 150/- per convertible equity warrants), being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations and other applicable laws, or any other price as prescribed by SEBI (ICDR) Regulation 2009, whichever is higher, to certain persons/entities as mentioned in the Explanatory Statement (hereinafter referred to as the “Investors” or the “Proposed Allottees”) whether they are Shareholders of the Company or not, by way of a Preferential Allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Convertible Equity Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT

1. The Relevant Date, as stipulated in the Regulations 73(4) of Securities and Exchange of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the convertible equity warrants on Preferential basis of Rs. 160/- each (including premium amount of Rs. 150/- each) shall be 22nd February, 2018 thirty (30) days prior to the passing of the resolution date or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date, and accordingly the warrants so issued shall, on exercise of rights attached thereto shall be converted into equal number of equity shares of Rs. 10/- each at par as may be determined. Since the relevant date is 30 days prior to passing of the resolution date & pricing is calculated based on relevant date, the Board of Directors (including Committee of Directors) are authorized to calculate the price at the time of filing application with the Stock Exchange, without further approval from the shareholders, subject to the conditions that 20,00,000 convertible equity warrants will

- be issued to the non-promoters of the Company. This implied that the number of convertible equity warrants & proposed allottees will not change, but pricing will be re-computed based on SEBI (ICDR) Regulations, 2009, if required.
2. The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.
 3. The aforesaid Warrants allotted in terms of this resolution & the resultant Equity Shares arising on exercise of right attached to such warrants shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible equity warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.
- ii. In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, the Memorandum & Articles of Association of the Company and various Guidelines/Regulations issued by SEBI or any authority or any modifications thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things (including sub-delegating its power to authorized representatives) as it may, in its absolute discretion, deem necessary, desirable or expedient for issue of Convertible Equity Warrants, including deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants & Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

Item No. 4: TO RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY

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 31 A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions if any of the Companies Act, 2013, consent of the members be and is hereby accorded to the re-classification of the status of the shareholding of Mr. Kisan Ratilal Choksey, who is holding 3500 Equity shares aggregating to 0.06% of the paid-up Capital of the Company and Mrs Usha Piyush Shah, who is holding 1394 Equity shares aggregating to 0.02% of the paid-up Capital of the Company, from the “Promoter & Promoter Group” shareholding of the Company to the Public shareholding of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and are hereby severally authorized to perform & execute all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.”

Item No. 5: TO RE-DESIGNATE MRS SANGEETA KETAN SHAH AS MANAGING DIRECTOR OF THE COMPANY INSTEAD OF WHOLE-TIME DIRECTOR OF THE COMPANY

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 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to change the designation of Mrs. Sangeeta Ketan Shah from Whole-time Director to Managing Director (DIN: 05322039), with effect from 10th February, 2018 till the end of the tenure of her appointment viz.30th September, 2019 on the terms and conditions mentioned in explanatory statement and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the draft Agreement entered between the Company and Mrs. Sangeeta Ketan Shah, which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mrs. Sangeeta Ketan Shah.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mrs. Sangeeta Ketan Shah be suitably amended to give

effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Item No. 6: TO RE-DESIGNATE MR KETAN M SHAH AS CHAIRMAN CUM WHOLE-TIME DIRECTOR OF THE COMPANY INSTEAD OF CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY

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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to change of designation of Mr. Ketan M Shah from Chairman cum Managing Director to Chairman cum Whole-Time Director (DIN: 00312343), with effect from 10th February, 2018 till the end of the tenure of his reappointment viz.9th July,2020 on the terms and conditions mentioned in explanatory statement and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the draft Agreement entered between the Company and Mr. Ketan M Shah, which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Ketan M Shah.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Ketan M Shah be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Place: Mumbai
Date: 15th February, 2018

By Order of the Board
Simplex Castings Limited

Sd/-
D Meena
(Company Secretary)

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. The Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolutions.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. The Postal Ballot Notice (PBN) is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 16th February, 2018. The PBN is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the PBN are being sent by permitted mode along with a postage-prepaid self-addressed Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on 16th February, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on 16th February, 2018.
6. Members desiring to exercise vote by physical postal ballot are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on **23rd March 2018 at 5.00 P.M.**
7. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot.
8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.

Voting through electronic means:

9. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered through the PBN by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a "remote e-voting" will be provided by National Securities Depository Limited (NSDL).

10. The facility for voting through ballot paper shall be made available along with PBN and the members who have not cast their vote by remote e-voting shall be able to exercise their right through ballot paper.
11. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via Physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Physical Postal Ballot shall be treated as invalid.
12. The remote e-voting period commences on **22nd February, 2018 (9:00 am)** and ends on **23rd March, 2018 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 16th February, 2018, may cast their vote by remote e-voting. The remote e-voting module shall** be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
13. The Board of Directors of the Company has appointed **Mr. S. K. Pandey (Membership No. ACS 8546), a Practicing Company Secretary, as the Scrutinizer** to scrutinize the remote e-voting process and conducting Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after the completion of scrutiny of the Postal Ballot forms including the e-voting . The results of the Postal Ballot will be announced on **24th March 2018 by 4:00 P.M.** at the Corporate office of the Company by the Chairman or any other Director authorized by Board and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder –Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Simplex Castings Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pandeysk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B In case a Member receives physical copy of the Notice of PBN [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Serial No. (ii) To Serial No. (xii) Above to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

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).

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 **16th February, 2018**.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **16th February, 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agent of the Company, i.e. **Link Intime India Private Limited**.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Place: Mumbai
Date: 15th February, 2018

By Order of the Board
Simplex Castings Limited

sd/-
D Meena
(Company Secretary)

ANNEXURE TO NOTICE - EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1:

The Equity Shares of the company is listed and actively traded on the BSE Limited. The Company proposed to issue securities on preferential basis to the non-promoters of the Company & after the proposed issue, paid-up capital exceeds Rs. 7.50 crore (which is present Authorised Capital of the Company), hence it is suggested that the Authorised Capital of the Company may be increased accordingly.

Presently, the Authorised Share Capital of the company is Rs. 7, 50, 00,000 (Rupees Seven crores Fifty Lacs only) divided into 75,00,000 Equity shares of Rs. 10/- each. The paid-up capital of the company as on date is Rs. 5,98,42,000/- divided into 59,84,200 equity shares of Rs. 10/- each. After the proposed preferential issue as per Item No. 3 of this Postal Ballot Notice (assuming full conversion of warrants into equity shares) the paid-up capital of the Company will be Rs. 7,98,42,000/- consisting of 79,84,200 equity shares of Rs. 10/- each. Hence, after the proposed preferential issue the paid-up capital of the Company will increase beyond the limit of the present authorised capital of the Company and there is need to increase the authorised capital of the Company.

The increase in Authorised Share Capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the company as set out in Item Nos. 1 of the Notice respectively.

Accordingly, the Resolutions at Item Nos. 1 seek approval of the Shareholders for the proposed to increase of Authorised Capital of the Company and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

A copy of the existing Memorandum of the company along with the proposed draft amendments is available for inspection by any shareholder at the Registered Office of the company between 11.00 A.M. to 1.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to **23rd March, 2018**.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 1 of the notice except to the extent of their shareholding in the company.

Item Nos. 2:

The existing Articles of Association of the Company are based on the provisions of the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs has notified most of the sections of the Companies Act, 2013 ("the Act") which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing Article of Association of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing Articles of Association .It is therefore considered desirable to adopt a comprehensive new set of Articles of Association("New Articles") of the Company in substitution of and to the exclusion of the existing Articles of Association.

Pursuant to the provisions of section 14 of the Companies Act, 2013, approval of the shareholders of the Company by special resolution is required for the adoption of the New Articles to replace the existing Articles of Association and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the existing Articles of Association of the company along with the proposed draft amendments is available for inspection by any shareholder at the Registered Office of the company between 11.00 A.M. to 1.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to **23rd March, 2018**.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 2 of the notice except to the extent of their shareholding in the company.

Item Nos. 3:

The Board of Directors of the Company (“the Board”) at their meeting held on 10th February, 2018 discussed the future growth plan; repayment of loan; temporary investment in quoted & unquoted securities/mutual funds; working capital requirements, augment resources for meeting its business requirements; upgrading its installed capacity; purchase of additional plant & machinery & equipment’s; major repairs & maintenance in the present plant & machinery & other assets and other general corporate purpose including advertisements for its products etc., hence it propose to issue of convertible equity warrants on preferential basis to the non-promoters of the Company.

Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009 and subsequent amendments thereto [“SEBI (ICDR) Regulations, 2009”]:

(i) **Object of the Issue:**

The main object of the issue of Warrants convertible into Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be for any one or in combination with any one or more of the purposes shall be future growth plan; repayment of loan; temporary investment in quoted & unquoted securities/mutual funds; working capital requirements, augment resources for meeting its business requirements; upgrading its installed capacity; purchase of additional plant & machinery & equipment’s; major repairs & maintenance in the present plant & machinery & other assets and other general corporate purpose including advertisements for its products etc.

(ii) **Relevant Date:**

The Equity Shares of the Company is listed on BSE Limited & it is frequently traded at the Exchange, during six months or two weeks preceding the relevant dated i.e. 22nd February, 2018 as arrived at in accordance with the provisions of Regulation 73(4) & Regulation 71 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

(iii) **Price of the Issue:**

The preferential allotment of 20,00,000 Warrants convertible into equity shares of the face value of Rs. 10/- each at an Issue Price of Rs. 160/- (including premium amount of Rs. 150/- each on Convertible Equity Warrants), or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

(iv) **Payment & Conversion Terms:**

25% of the value of the Warrants (advance payment) shall become payable on the date of their allotment. The balance amount is payable at the time of conversion of Warrants into Equity Shares. In case the conversion option is not exercised within a period of 18 months from the date of allotment, the Company will affect forfeiture of the advance payment. The warrants are converted at the option of the allottees on payment of the balance amount of the issue price. The said advance payment shall be adjusted against the price

payable subsequently for acquiring the resultant shares by the warrant holder upon conversion of warrants.

Upon receipt of the requisite payment, as above the Board shall allot one equity share against each warrant by appropriating Rs. 10/- per equity shares towards equity share capital (Rs. 10/-).

The warrant by itself, till converted into equity shares, does not give to the holder thereof any rights of the shareholders of the Company. Any of the Warrants convertible into Equity Shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this notice, on the same terms and conditions.

(v) **The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:**

None of the Promoters/ Promoter Group of the Company intend to subscribe to this offer.

(vi) **Shareholding Pattern before and after the Proposed Preferential Issue:**

Category	Pre-Issue Equity Holdings		Allotment Securities		Post-Issue Equity Holdings *(Assuming full allotment of 2000000 equity shares)	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1) <u>Promoter Holdings</u>						
a. Indian Promoters	3449120	57.64	0	0.00	3449120	43.20
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
Sub-Total	3449120	57.64	0	0.00	3449120	43.20
2) <u>Non-Promoters Holding</u>						
a. Institutions	1600	0.03	0	0.00	1600	0.02
b. Central Government	0	0.00	0	0.00	0	0.00
c. Resident Indians (Individuals, HUF)	1624403	27.14	1693000	84.65	3317403	41.55
d. Bodies Corporate	647026	10.81	307000	15.35	954026	11.95
e. Others	262051	4.38	0	0.00	262051	3.28
Sub-Total	2535080	42.36	2000000	100.00	4535080	56.80
Total	5984200	100.00	2000000	100.00	7984200	100.00

* On assumption that entire 2000000 Warrants will be converted into Equity Shares.

(vii) **The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:**

- A. The proposed allottees of 2000000 equity warrants issued pursuant to the Special Resolution at of the Notice and the percentage of the expanded capital to be held by them after the proposed

allotment of the said equity shares to them are as under:

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment		No. & % of Equity Shares to be Issued And Allotted (Assuming Full Conversion)		No. & % of Post Issue Equity And Voting Share Capital*(After conversion of warrants into Equity & Assuming full allotment of 2000000 equity shares)	
			No. of Shares	%	No. of Shares	%	No. of Shares	%
Non-Promoter Group:								
1	Amritrashi Suppliers Private Limited	Rajesh Kumar Agarwal, Sangita Agarwal, Nandini Agarwal, Saroj Devi Goenka, Amit Goenka and Anu Goenka	NIL	NIL	75000	3.75	75000	0.94
2	Lifetime Mercantile Private Limited	Dhiraj Chawdhary and Dharmendra Sharma	NIL	NIL	80000	4.00	80000	1.00
3	Navnidhi Commerce Private Limited	Shalini Rumka And Radhika Rumka	NIL	NIL	80000	4.00	80000	1.00
4	Glorious Holding Private Limited	Rakesh Madhav Pandey And Sunil Paragouda Nerli	NIL	NIL	72000	3.60	72000	0.90
5	Ruby Pandey	N.A	NIL	NIL	78000	3.90	78000	0.99
6	Madhu Sharma	N.A	NIL	NIL	77000	3.85	77000	0.96
7	Sujata Mahawar	N.A	NIL	NIL	80000	4.00	80000	1.00
8	Meenu Mahawar	N.A	NIL	NIL	80000	4.00	80000	1.00
9	Kirti Mahawar	N.A	NIL	NIL	79000	3.95	79000	0.99
10	Ajay Gupta	N.A	NIL	NIL	76000	3.80	76000	0.95
11	Jyoti Gupta	N.A	NIL	NIL	80000	4.00	80000	1.00
12	Ritu Mahawar	N.A	NIL	NIL	70000	3.50	70000	0.88
13	Ajay Deora	N.A	NIL	NIL	75000	3.75	75000	0.94
14	Saurabh Jain	N.A	NIL	NIL	80000	4.00	80000	1.00
15	Rajendra Baid HUF	Rajendra Baid	NIL	NIL	77000	3.85	77000	0.96
16	Usha Baid	N.A	NIL	NIL	80000	4.00	80000	1.00
17	Surabhi Baid	N.A	NIL	NIL	70000	3.50	70000	0.88
18	Ronak Agarwal	N.A	NIL	NIL	75000	3.75	75000	0.94

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment		No. & % of Equity Shares to be Issued And Allotted (Assuming Full Conversion)		No. & % of Post Issue Equity And Voting Share Capital*(After conversion of warrants into Equity & Assuming full allotment of 2000000 equity shares)	
			No. of Shares	%	No. of Shares	%	No. of Shares	%
19	Suchi Gupta	N.A	NIL	NIL	80000	4.00	80000	1.00
20	Nakchhatra V Mehta	N.A	NIL	NIL	75000	3.75	75000	0.94
21	Sharad Chandra Patel HUF	Sharad Chandra Patel	NIL	NIL	75000	3.75	75000	0.94
22	Jaiprakash Gupta	N.A	NIL	NIL	75000	3.75	75000	0.94
23	Pushpadevi Gupta	N.A	NIL	NIL	80000	4.00	80000	1.00
24	Sachin Kumar Sharma	N.A	NIL	NIL	78000	3.90	78000	0.99
25	Rupesh Kumar Pandey	N.A	NIL	NIL	76000	3.80	76000	0.95
26	Mahesh Sharma	N.A	NIL	NIL	77000	3.85	77000	0.96
Total			NIL	NIL	2000000	100.00	2000000	25.05

* On assumption that entire 2000000 Warrants will be converted into Equity Shares.

(viii) **Proposed time within which allotment shall be completed:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, 2009 the Board proposes to allot the Convertible Equity warrants within a period of 15 (fifteen) days of the date of passing of resolution at Postal Ballot or within a period of 15 days of receipt of approval from regulatory authority whichever is later.

(ix) **Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

(x) **Lock-in:**

The aforesaid allotment of Equity Shares (after conversion of warrants into equity shares) arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

(xi) **Change in the control or composition of the Board:**

Subsequent to the proposed issue of Warrants convertible into equity shares, (assuming full conversion) on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the convertibility of Warrants into equity shares.

(xii) **Undertakings:**

- (i) The Issuer Company undertakes that they shall re-compute the price of the Convertible Equity Warrants issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

(xiii) **Auditor`s Certificate:**

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of the Warrants convertible into Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M. on any working day up to the date of closure of postal ballot and at the meeting.

Further, under section 23, 42, 62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the SEBI (LODR), Regulation, 2015 executed by the Company with BSE Limited.

None of the Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company.

The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders. Your Directors recommend the Special Resolution for the approval of Members.

Item No: 4

Mr Kisan Ratilal Choksey and Mrs Usha Piyush Shah have requested to Company vide letter dated 01.02.2018 received on 02.02.2018, to reclassify their status of shareholding from Promoter & promoter Group to Public Group. Mr Kisan Ratilal Choksey is holding 3500 Equity shares aggregating to 0.06%. Since his name has been included as a part of the promoter group erroneously & categorized as Promoter Group since 2012, even though Mr Kisan Ratilal Choksey 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 he doesn't hold and have never held any Key Managerial Position in the Company except his position as Independent Director of the Company. He doesn't have any special right through formal or informal arrangements with the Company. After reclassification of his shareholding from Promoter and Promoter Group to Public Category, he will be continue as Independent Director of the Company.

Mrs Usha Piyush Shah is holding 1394 shares aggregating to 0.02%. Since her name has been included as a part of the promoter group erroneously & categorized as Promoter Group , even though Mrs Usha Piyush 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.

In accordance with Regulation 31A of the SEBI (LODR) Regulations, 2015, the said re-classification requires the approval of the Stock Exchanges, where the shares of the Company is 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 re-classification. In keeping with the requirement of the Stock Exchanges, the Board recommends the resolution set out at Item No. 4 for the approval of the members of the Company.

Except Mr Kisan Ratilal Choksey, Mrs Usha Piyush Shah and Mr. Piyush Shah (spouse of Usha Piyush Shah) none of the Directors, Key Managerial Personnel and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No: 5

The Board of Directors in their meeting held on 10th February, 2018, approved the change of designation of Mrs Sangeeta Ketan Shah 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, subject to approval of members on the terms of remuneration mentioned herein below, with the powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down under schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof.

Mrs Sangeeta K Shah joined Simplex Castings Limited as Whole Time Director of the company effective from 1st October 2014. Before the joining in the Board, she has been associated with the Company for five years and heading the HR Department of one of the Unit of the Company. She belongs to the Promoter Group of the Company.

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, he 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.

Tenure: Her re-designation shall be effective from 10th February, 2018 till the end of the tenure of her appointment viz.30th September, 2019

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.

<u>Sangeeta Ketan Shah</u>	
Fathers' Name :	Late Mr Mohit Gopal Ghosh
Date of Birth :	14/11/1977
First Appointment on Board:	01/10/2014
Expertise in specific functional areas :	Industrialist
Years of Experience :	15 Years
Qualification :	MBA
Directorship in Other Companies :	<ul style="list-style-type: none"> • Ssquare iromax Pvt Ltd • Prabha Plantations Pvt Limited • Sim Prabha Estates & Trading Co Private Limited
Name of other public limited Companies, where She is Director	Hem Holdings and Trading Limited
Member/Chairman of the Committee on other Board :	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
No. of shares held :	3225(0.05%)
Last Drawn remuneration:	Rs 3,00,000 p.m as basic salary plus HRA
Relationship with other Directors and KMP:	Spouse of Mr Ketan M Shah
Recognition or awards	She is an active member of Industrial Association, CII, IIF, Chhattisgarh Skills Development, and also holds membership in various other associations.
Job Profile	She will be Managing Director of the Company looking for various business expansion programmes; upgradation of existing installed capacity & major repairs & maintenance of various assets of the Company; export opportunities, Finance , HR & general administration of the Company.

Number of Board Meetings Attended out of 5	5
Board Meeting held during FY 2017-18	

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V of the Companies Act requiring a special resolution where the ceiling has to be doubled and for payment of minimum remuneration in the event of loss or inadequacy of profits. Your Directors recommended that proposed resolution is required to be passed as Special Resolution under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013.

Except Sangeeta Ketan Shah & Ketan M Shah, Director of the Company, None of the Directors, Key Managerial Personnel and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No: 6

The Board of Directors in their meeting held on 10th February, 2018, approved the change of designation of Mr Ketan M Shah from Chairman cum Managing Director to Chairman cum Whole-Time Director of the Company with effect from 10th February, 2018 till the end of the tenure of his reappointment viz. 9th July, 2020, subject to approval of members on the terms of remuneration mentioned herein below, with the powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down under schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof.

Mr Ketan M Shah has been appointed as Executive Director of the Company with effect from 12th March, 1993 and Managing Director of the Company on 10th July, 2010. He has been reappointed as Managing Director of the Company with effect from 10th July, 2015 upto 9th July, 2020. The Board of Directors has passed the resolution for appointment of Mr Ketan M Shah as Chairman of the Board with effect from 3rd August, 2015 and re-designated him as Chairman and Managing Director of the Company. Mr Ketan M Shah has expressed his desire to relinquish office as Managing Director of the Company and Proposed Mrs Sangeeta K Shah (DIN:05322039), Whole Time Director of the Company as new Managing Director of the Company. Mr Ketan M Shah will be continue as Chairman of the Board and Whole Time Director of the Company with effect from 10th February, 2018.

Brief terms and conditions including remuneration as Chairman cum Whole-Time Director are as follows:

Salary: Rs 3,75,000/- 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: Shri Ketan M 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 encashed.

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, he 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.

Tenure: His re-designation shall be effective from 10th February, 2018 till the end of the tenure of his reappointment viz.9th July,2020.

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 Chairman-cum Whole-Time 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 Chairman cum Whole-Time Director in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.

<u>Ketan M Shah</u>	
Fathers' Name :	Late Mr Moolchand Shah
Date of Birth :	02/12/1965
First Appointment on Board:	12/03/1993
Expertise in specific functional areas :	Industrialist
Years of Experience :	29 Years
Qualification :	B.E (Mechanical) & MBA
Directorship in Other Companies :	<ul style="list-style-type: none"> • Prabha Plantations Pvt Limited • Sim Prabha Estates & Trading Co Private Limited • SEFW Projects Private Limited
Name of other public limited Companies, where he is Director	Hem Holdings and Trading Limited
Member/Chairman of the Committee on other Board :	Member of Stakeholders Relationship Committee
No. of shares held in own name or in the name of relatives :	31,04,415(51.88%)
Last Drawn remuneration:	Rs 3,75,000 per month as basic salary plus other perquisites
Relationship with other Directors and KMP:	Spouse of Mrs Sangeeta K Shah
Job Profile	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 Operations.
Number of Board Meetings Attended out of 5 Board Meeting held during FY 2017-18	5

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution where the ceiling has to be doubled and for payment of minimum remuneration in the event of loss or inadequacy of profits. Your Directors recommended that proposed resolution is required to be passed as Special Resolution under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013.

Except Sangeeta Ketan Shah & Ketan M Shah, Director of the Company, None of the Directors, Key Managerial Personnel and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Place: Mumbai
Date: 15th February, 2018

By Order of the Board
Simplex Castings Limited

sd/-
D Meena
(Company Secretary)



Simplex Castings Ltd.

Regd. Office:601/602A, Fairlink Center, Off Andheri Link Road, Andheri (W) Mumbai – 400 053 India
Phone:+91-022-40034768 Fax:+91-022-40034768 E-Mail: cs@simplexcastings.com Website: www.simplexcastings.com
CIN : L27320MH1980PLC067459

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before completing this form]

Serial No. :

1. Name and Registered address of the Sole/first named Member (in block letters)	
2. Name(s) of Joint holder(s) if any (in block letters)	
3. Registered Folio No./DP ID No./ Client ID No.* (*Applicable to members holding share(s) in dematerialized form)	
4. Number of equity share(s) held	

I/We hereby exercise my/our vote in respect of the below mentioned Special Resolutions to be passed through Postal Ballot for the business stated in the enclosed Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (v) mark at the appropriate box below:

Sl. No.	Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1	To Increase the Authorised Share Capital of the Company and Alteration in Memorandum of Association of the Company			
2	To Alteration/Adoption of new set of Articles of Association of company as per Companies Act, 2013			
3	To Issue of Convertible Equity Warrants on Preferential Basis			
4	To Re-Classification of Promoters of the Company			
5	To Re-Designate Mrs Sangeeta Ketan Shah as Managing Director of the Company instead of Whole-Time Director of the Company			
6	To Re-Designate Mr Ketan M Shah as Chairman cum Whole-Time Director of the Company instead of Chairman Cum Managing Director of the company			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS		
EVEN (Electronic Voting Event Number)	User ID	Password/PIN

Note:

1. Please read the instructions mention in the Notice of Postal Ballot carefully before exercising your vote.
2. Last date for receipt of Assent/ Dissent Ballot form by Scrutinizer is Friday, on or before the close of business hours on 23.03.2018 at 5.00 p.m.

INSTRUCTIONS

1. General Instructions:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot Form/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Friday, 23rd March, 2018. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer will submit his report after the completion of scrutiny of the Postal Ballot forms including the e-voting. The results of the Postal Ballot will be announced on **24th March 2018 by 4:00 P.M.** at the Corporate Office of the Company by the Chairman or any other Director authorized by Board and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.

3. Process for Members opting for E-Voting:

- a. In case of members receiving the Ballot Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.
- b. If you are already registered with NSDL for e-voting then you can use existing user ID and password for Login to cast your vote.
- c. In case of any queries, e-voting user manual for shareholders available at the Downloads section on NSDL E-voting website: www.evotingindia.com. you can also send your queries/ grievances relating to e-voting to the e-mail ID:- cs@simplexcastings.com
- d. The period for e-voting starts on Thursday, 22nd February, 2018 at 9.00 a.m. and ends on Friday 23rd March, 2018 at 5.00 p.m.