



Simplex Castings Ltd.

Office : 5, Industrial Estate Bhilai-490026 (C.G) India

Phone : +91-788-4015273

Fax : +91-788-4034188

E-Mail : cs@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



Date :26.09.2019

To

Mrs Ushma Khabaria,
B1 / 53, Technocrat Co Op Housing
Society, Veer Savarkar Marg Prabhadevi,
Opp Siddhivinayak Temple Mumbai 400025 MH IN

Dear Madam,

Re: Your Re-Appointment as the Independent Director in Simplex Castings Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 26th September 2019, have approved your re-appointment as an Independent Director of the Company to hold office for next five consecutive year's upto 30th September,2024.

A. Preliminary

Your re-appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

B. Term

This term of your appointment as Independent Director of the Company will be your second term of appointment, for a period of 5 consecutive years commencing from 1st October,2019 upto 30th September,2024 and you will not be liable to retire by rotation.

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
Corporate Office	: 32, SHIVNATH COMPLEX, G.E. ROAD SUPELA BHILAI - 490023 (C.G.) INDIA	0788-2290483	0788-2285664	scelho@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 th FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	scurla@simplexcastings.com
Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	scldesara@simplexcastings.com



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Further, pursuant to the provisions of Sec 149(11) the Act, a person holding office as Independent Director for two consecutive terms of five years shall be eligible for re-appointment only after the expiry of three years of ceasing to become an Independent Director. Hence, you shall be eligible for re-appointment only after the conclusion of AGM of the Company to be held in the Calendar Year 2027.

C. You are expected to:

- I. Take decisions objectively and solely in the interests of the Company;
- II. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- III. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- IV. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the following Committees of the Board of the Company:

- i. Audit Committee;
- ii. Corporate Social Responsibility ;
- iii. Nomination and Remuneration Committee; and
- iv. Stakeholder Relationship Committee

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.
- ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.
- iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its

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members as a whole, and in the best interest of the Company.

iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time.

G. List of actions that a director should not do while functioning in the company:

i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

iii. You shall not assign your office as Director and any assignments so made shall be void.

iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. Your annual. remuneration will be as under:

i. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time. The proposed sitting fees payable to you are as follows:

For attending Board & Audit Committee meetings	– Rs. 10,000/ meeting
For attending other committee meetings	– Rs. 5,000/ meeting
For attending Annual General Meeting	- Rs. 5,000/ meeting

2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of

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the Company towards hotel accommodation, travelling and other out-of pocket expenses.

3. Pursuant to applicable law, you will not be entitled to any stock options.

J. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets) ("Confidential Information").

You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board

For, Simplex Castings Limited


Sangeeta K. Shah
Managing Director

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Date :26.09.2019

To

Mrs S M Swathi
469,4th Cross,1st Phase
Vijayanagar,4th stage,Mysuru
-570017 IN

Dear Madam,

Re: Your Appointment as the Independent Director in Simplex Castings Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 26th September 2019, have approved your appointment as an Independent Director of the Company to hold office for five consecutive year's upto 8th February,2024.

A. Preliminary

Your appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

B. Term

This term of your appointment as Independent Director of the Company will be your first term of appointment, for a period of 5 consecutive years commencing from 9th February 2019 upto 8th February ,2024 and you will not be liable to retire by rotation.

C. You are expected to:

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I. Take decisions objectively and solely in the interests of the Company;

II. Facilitate Company's adherence to high standards of ethics and corporate behavior;

III. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;

IV. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;

v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the following Committees of the Board of the Company:

- Audit Committee;
- Corporate Social Responsibility ;
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- Stakeholder Relationship Committee

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.

ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.

iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.

iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

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You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company

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from time to time.

G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
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Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. Your annual remuneration will be as under:

Sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time. The proposed sitting fees payable to you are as follows:

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2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of pocket expenses.

3. Pursuant to applicable law, you will not be entitled to any stock options.

J. Miscellaneous

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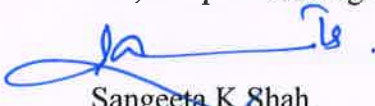


You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board

For, Simplex Castings Limited


Sangeeta K. Shah
Managing Director

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