



## 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](mailto:cs@simplexcastings.com), Website: [www.simplexcastings.com](http://www.simplexcastings.com)

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### NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable Rules made thereunder as amended from time to time, read with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 33/2020 dated 28th September, 2020, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Secretarial Standards - II (“SS-II”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below for seeking approval for divestment by way of sale, transfer or disposal of investment in Simplex Castings International Pte Ltd, a material subsidiary of the Company proposed to be passed as an Special Resolution by the Members of Simplex Castings Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and no physical Postal Ballot Forms will be dispatched. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mrs D Meena, Practicing Company Secretary, (Membership No. A28193 & CP No 23853) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period begins on Friday, 4<sup>th</sup> December, 2020 (9:00 A.M. I.S.T) and ends on Saturday, 2<sup>nd</sup> January , 2021 (5:00 P.M. I.S.T). Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Board. The result of the Postal Ballot/e-voting will be declared on or before Monday, 4<sup>th</sup> January , 2021.

The said results declared along with the Scrutinizer’s Report would be intimated to BSE Limited where the equity shares of the Company is listed. Additionally, the results will also be uploaded on the Company’s website [www.simplexcastings.com](http://www.simplexcastings.com) and the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Resolution :

To approve divestment by way of sale, transfer or disposal of investment in Simplex Castings International Pte Ltd, a material subsidiary of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the Regulation 24(5) / 24(6) and other applicable provisions , if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 180(1 )(a) read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder, [ including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time ] and subject to the Memorandum and Articles of Association of the Company and necessary approvals, consents, permissions and sanctions required, if any by any appropriate authorities and subject to such terms, conditions, amendments or modifications as may be prescribed by any such appropriate authorities, approval of the members of the Company be and is hereby accorded to sell, transfer ,close or otherwise disposal in any manner of entire shareholding/ investment in its material and wholly owned subsidiary Simplex Castings International Pte Ltd for an aggregate consideration not less than the fair market value as decided by the Board on such terms and conditions as the Board, may, in its absolute discretion, deem fit and appropriate in the interests of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the Agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable."

By Order of the Board  
Simplex Castings Limited

Akanksha Kotwani  
Company Secretary

Date :01.12.2020

Place : Bhilai

Reg Off: 601/602A,Fairlink Center,  
Off Andheri Road, Andheri (W),Mumbai-400 053

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") stating material facts and reasons for the proposed resolution is annexed hereto.

2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

**If your e-mail address is not registered with the Company/Depositories, you may register on or before Saturday, 26<sup>th</sup> December, 2020, to receive this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by completing the process for registration of e-mail address as under:**

The process to be followed for registration of e-mail address is as follows: -

- Visit the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html);
- Select Company name viz. Simplex Castings Limited;
- Enter the DP ID & Client ID/ Physical folio number, Shareholder name, PAN number and Share Certificate Number (in case of Physical folio);
- Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation;
- Enter your email address and mobile number;
- On submission of the Shareholder’s details, an OTP will be received by the Shareholder which needs to be entered in the link for verification;
- The system will confirm the email address for receiving this notice.

For permanent registration of their e-mail address, Members holding shares in Demat form are requested to update the same with their Depository Participants (DP) and to Registrar in case the Members are holding shares in physical form.

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address. In case of any queries, Members may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

Members may note that this Postal Ballot Notice will also be available on the Company’s website, [www.simplexcastings.com](http://www.simplexcastings.com), websites of the Stock Exchanges where the shares of the Company is listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

3. The documents referred to in the Notice and the Explanatory Statement are available to facilitate online inspection until the last date of remote e-voting. Members seeking to inspect such documents can send an email to [cs@simplexcastings.com](mailto:cs@simplexcastings.com). The same will be replied to by the Company suitably.

4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Saturday, 2<sup>nd</sup> January, 2021.

5. The instructions for remote e-voting are as under:

i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, November 27, 2020 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Friday, December 4, 2020 and ends at 5.00 p.m. (IST) on Saturday, January 2, 2021. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii. The Board of Directors of the Company has appointed Mrs D Meena (Membership No. ACS 28193) Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:

a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c. How to retrieve your ‘initial password’?

i. If your e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com) Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

ii. In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned in this notice.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

b. “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One-Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-voting will open.

### **Details on Step 2 are given below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company, which is 115072.

4. Now you are ready for e-voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional/Corporate 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. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cscmameena@gmail.com](mailto:cscmameena@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 2499 4545/1800-222-990.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
2. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company is listed. Additionally, the results will also be uploaded on the Company's website [www.simplexcastings.com](http://www.simplexcastings.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

In the scenario of the changing business conditions which are not generally favorable to the industry, having regard to the long term interest and for the purpose of obtaining a better rate of return on capital employed, the Board of Directors of the company, at its meeting held on Monday, 9<sup>th</sup> November, 2020 has, subject to the approval of the Members of the Company by way of Special Resolution had decided to sell, transfer, close/ strike off or otherwise disposal in any manner of entire shareholding/ investment in its material and wholly owned subsidiary Simplex Castings International Pte Ltd.

Regulation 24(5) of SEBI (Listing Obligations and Disclosure Regulations) 2015 provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code. Material subsidiary for the purpose of Regulation 24 of the Listing Regulations shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Considering the contribution of Simplex Castings International Pte Ltd to the turnover of the Company and the fact that it is a material subsidiary of the Company, the proposed transaction will require Shareholders’ approval by way of special resolution in terms of Regulation 24 of the said Regulations.

The Board is of the opinion that the proposed divestment is in the overall best interests of the Company and recommends the passing of the resolution as set out in the accompanying notice as a Special Resolution.

The Board recommends the Special Resolution set out at Item No.1 of the notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board  
Simplex Castings Limited

Akanksha Kotwani  
Company Secretary

Date :01.12.2020

Place : Bhilai

Reg Off: 601/602A,Fairlink Center,  
Off Andheri Road, Andheri (W),Mumbai-400 053