



“CHAIRMAN’S MESSAGE”

Dear Members,

On behalf of the Simplex Castings Limited, I welcome you on the occasion of 34th Annual General Meeting.

I present herewith the 34th Annual Report for the Financial Year 2013-14.

The Indian Economy has faced significant challenges in recent years. The challenging business environment and moderation in economic growth witnessed in fiscal 2013 continued into fiscal 2014. manufacturing and industrial growth remained weak and there was also moderation in services sector growth which hitherto remained resilient to the weakness in the rest of the economy.

PERFORMANCE OF THE COMPANY IN YEAR 2013-14:

The fiscal year 2013-14 was the year again showed resilience in both Indian as well as world market. Because of the sluggish market, your company has been able to achieve a sales turnover of Rs 158.756 crores much less than Rs 203.143 crores of 2012-13.

For the fiscal year 2013-14 the Profit before tax is Rs. 2.80 crores and Profit after tax is Rs. 1.53 crores, whereas these were Rs. 7.31 crores and Rs. 4.95 crores respectively in the preceding year 2012-13. Earnings per Share has declined from Rs. 8.28 per share to Rs. 2.56 per share for the Financial Year 2013-14.

The profit of your company has been adversely affected, this has happened due to increased competition in the market and due to rise in economic pressure. Also customer's requirement declined as they were not willing to carry any inventory in this volatile market, further slowdown in construction activities resulted in capacity under utilization. Increase in price of raw materials were more as compared to price increase of final product. Moreover, our core business from Indian Railways for supply of equipments and components has declined because of delay in finalization from Ministry.

The Indian Railways have delayed procurement of Bogies (chassis for engines). Besides, they are also experimenting to try and introduce fabricated Bogies in place of Cast Steel Bogies. So, practically there has been very less orders and supply of this item to Indian Railways. We have, therefore made sample Castings for GE, USA, who may place regular order on us after samples are cleared.

Marketing Department of your company is always on the look out of new customers and try to satisfy the existing customers. In their efforts for increasing exports they have successfully booked orders for Coke Oven Doors worth Rs, 22 crores from Bazial and also have booked domestic orders from Bhilai Steel Plant for Coke Oven Doors worth Rs.19 crores. In FY 2014-15 the company is expected to do better than last year since this year order booking is good and the orders in hand is worth Rs. 164 crores approx. Moreover, there are bright chances of getting few small projects. Thus this year we are sure to have increased turnover and better profit.

I would like to express my sincere gratitude to all members of Board of Directors, our customers, dealers, suppliers, associates, financial institutions, Banks and the employees of Simplex Castings Ltd. and deep appreciation to all the shareholders for their full support and understanding in good as well as bad times.

We will need your support in coming years to look to the future with more determination and confidence and to get back on track. Our first set of actions would be to harvest the low-hanging fruits. I believe, we will drive strong performance for the organization in the coming years ahead.

With Best wishes,

Arvind S. Shah
Chairman

34th Annual Report 2013-14**COMPANY INFORMATION****COMMITTEES OF THE BOARD****AUDIT COMMITTEE**

Kisan R. Choksey	<i>Chairman</i>
Shivji R. Shah	<i>Member</i>
Hasmukhlal S. Parikh	<i>Member</i>
Rajendra A. Shah	<i>Member</i>

NOMINATION & REMUNERATION COMMITTEE

Kisan R. Choksey	<i>Chairman</i>
Hasmukhlal S. Parikh	<i>Member</i>
Rajendra A. Shah	<i>Member</i>

SHARE TRANSFER CUM INVESTOR'S GRIEVANCE COMMITTEE

Kisan R. Choksey	<i>Chairman</i>
Hasmukhlal S. Parikh	<i>Member</i>
Rajendra A. Shah	<i>Member</i>

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BOARD OF DIRECTORS

Arvind S. Shah	<i>Executive Chairman</i>
Ketan M. Shah	<i>Managing Director</i>
Shailesh A. Shah	<i>Executive Director</i>
Kisan R. Choksey	<i>Independent Director</i>
Shivji R. Shah	<i>Independent Director</i>
Hasmukhlal S. Parikh	<i>Independent Director</i>
Rajendra A. Shah	<i>Independent Director</i>
G. Gopalswamy	<i>Executive Director</i>

COMPANY SECRETARY

Ms. Monalisa Patni

STATUTORY AUDITORS

M/s. Taunk & Srikanth, Chartered Accountants

BANKERS

State Bank of India
Bank of Baroda

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (W), Mumbai 400 078

REGISTERED OFFICE

601/602 A, Fairlink Center, Off Andheri Link Road,
Andheri (West), Mumbai -400053 (M.H.)

CORPORATE OFFICE

Plot 32, Shivnath Complex, G.E. Road,
Supela, Bhilai – 490023 (C.G.)

WORKS

Unit I - 5, Industrial Estate, Bhilai, Dist. Durg, C.G. 490 026
Unit II - Urla Industrial Estate, Raipur, Chattisgarh – 493221
Unit III – 223/2 & 224, Industrial Estate, Tedesara,
Rajnandgaon, C.G. 491443

ISIN No. INE 658D O1011 STOCK CODE: BSE 513472



SUMMERISED FINANCIAL DATA

(Amount in Rs. Lakhs)

PARTICULARS	2013-14	2012-13	2011-12	2010-11	2009-10
PROFIT & LOSS ACCOUNT					
Revenue from operations	15,875.62	20,314.36	21,745.00	20,347.33	16,440.99
(+) other income	142.14	132.13	107.20	94.04	156.29
TOTAL INCOME	16,017.76	20,446.49	21,852.20	20,441.37	16,597.28
(-) cost of material consumed	8,746.72	11,167.53	12,859.67	12,070.89	8,413.79
(-) employee benefit expenses	1,592.13	1,616.20	1,351.20	1,248.85	1,146.42
(-) Finance Costs	1,414.76	1,541.62	1,491.01	971.19	725.25
(-) Depreciation	598.21	598.72	528.92	461.69	410.39
(-) other expenses	3,385.48	4,791.65	4,032.15	3,754.33	4,269.41
PROFIT BEFORE TAX	280.46	730.77	1,589.25	1,934.42	1,632.02
(-) Current Tax	56.71	120.60	405.67	570.62	500.84
(-) Deferred Tax Liability/(Asset)	70.43	114.63	125.55	67.84	67.63
PROFIT FOR THE YEAR	153.32	495.54	1,058.03	1,295.96	1,063.55
EARNING PER SHARE (in Rs.)	2.56	8.28	17.68	20.74	17.53
EXTRACTS FROM BALANCE SHEET					
Share Capital	598.42	598.42	598.42	598.42	598.42
Reserve & Surplus	7,291.55	7,044.15	6,738.46	5,921.00	4,908.95
Net Fixed Assets	8,724.95	8,745.87	8,349.97	6,973.09	5,826.52
Inventories	7,343.64	5,753.44	6,215.98	6,181.67	2,956.00
Trade Receivables	3,442.93	4,968.28	4,981.62	6,181.67	5,213.70
Work in progress	76.40	407.13	485.72	429.18	416.84
Cash & Cash Equivalents	437.85	394.17	395.81	307.87	361.82
OTHER FINANCIAL DATE					
TURNOVER (In Rs. Crores)	158.70	203.10	217.50	203.50	164.40
BOOK VALUE PER SHARE (In Rs.)	132.00	128.00	122.00	109.00	92.00
NET WORTH (In Rs. Crores)	78.90	76.40	73.30	65.20	55.00
DIVIDEND PER SHARE (In Rs.)	0.50	1.00	2.50	2.50	2.25



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NOTICE

Notice is hereby given that the Thirty fourth Annual General Meeting of the members of Simplex Castings Limited will be held at 3.00 p.m on Monday 29th September, 2014 at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon House, 6th Floor, 12 K. Dubhash Marg, Fort, Mumbai- 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Directors' Report, the Audited Financial Statements including Profit and Loss Account, Cash Flow statement for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2014.
3. To appoint a Director in place of Mr. Arvind S Shah (DIN 00081195), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shailesh A Shah (DIN 00081220), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :
"RESOLVED THAT M/s Taunk & Srikanth, Chartered Accountants having firm Registration No. 001524C be and are hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of the Directors."

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and rules thereof (including any statutory modification(s) or re-enactment thereof for time being force the remuneration of Rs. 1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus reimbursement of out of pocket expenses at actual basis to be paid to M/s. Arindam & Associates (Cost Accountants) Raipur, Cost Auditors for the conduct of the cost audit of the Company for the Financial Year 2014-15 as recommended by the Board of the Directors, be and is hereby ratified."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Hasmukhlal Saburdas Parikh (holding DIN 00127160) Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED that pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Kisan Ratilal Choksey (holding DIN 00190931), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019."
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:



“RESOLVED that pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rajendra Amratlal Shah (holding DIN 00266630), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019.”

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

“RESOLVED that pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shivji Ravji Shah (holding DIN 00158480), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Ushma Nitin Khabaria (DIN: 06791342), who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs Sangeeta Ketan Shah (DIN: 05322039), who was appointed by the Board of Directors as an Director of the Company and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 consent of the members be and is hereby given to appoint Mrs Sangeeta Ketan Shah, as whole time Director of the Company to hold office for five consecutive years up to the conclusion of the Annual General Meeting of the Company in the calendar year 2019 on the term and conditions as mentioned in the explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs Sangeeta Ketan Shah the remuneration as mentioned in the explanatory statement annexed with this notice as minimum remuneration but not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013 or such other limits as may be specified by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

13. To consider and if thought fit, to pass with or without modifications, the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and such other applicable provisions, if any of the Companies



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Act, 2013 and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, and pursuant to the recommendation of Nomination & Remuneration Committee and Board of Directors vide their meetings held on 29.05.2014, consent of the members/ Company be and is hereby accorded to the remuneration paid to Mr. Arvind S. Shah for the financial year ended 31st March, 2014, as minimum remuneration in view of the inadequacy of profits during his tenure from 1st April, 2013 to 31st March, 2014 as detailed in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, pursuant to the approvals of the Nomination & Remuneration Committee and the Board of Directors accorded vide their meetings held on 29.05.2014, the excess remuneration paid by the Company to Mr. Arvind S. Shah Director, during the financial year ended 31st March, 2014, as stated in explanatory statement of the Notice convening this meeting, be and is hereby ratified, confirmed, waived and approved by the members, subject to the approval of the Central Government;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Arvind S. Shah;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval."

14. To consider and if thought fit, to pass with or without modifications, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and such other applicable provisions, if any of the Companies Act, 2013 and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, and pursuant to the recommendation of Recruitment & Remuneration Committee and Board of Directors vide their meetings held on 14.02.2013, consent of the members be and is hereby accorded to the remuneration paid to Mr. Ketan M. Shah for the financial year ended 31st March, 2014, as minimum remuneration in view of the inadequacy of profits during his tenure from 1st April, 2013 to 31st March, 2014 as detailed in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, pursuant to the approvals of the Nomination & Remuneration Committee and the Board of Directors accorded vide their meetings held on 29.05.2014, the excess remuneration paid by the Company to Mr. Ketan M. Shah, Managing Director, during the financial year ended 31st March, 2014, as stated in explanatory statement of the Notice convening this meeting, be and is hereby ratified, confirmed, waived and approved by the members, subject to the approval of the Central Government;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Ketan M. Shah;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval."

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

"RESOLVED THAT in super session of the Ordinary Resolution adopted at the Annual General Meeting held on 27th September, 2012, and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow moneys from time to time for the purpose of the business of the Company any sum or sums of money, which together with the monies earlier borrowed by the Company (apart from temporary loans obtained from the bankers of the company in the ordinary course of business) may exceed at any time, the aggregate of the paid up share capital of the Company and free reserves, provided that the total amount of money/ monies so borrowed by the Board shall not at



any time exceed the limit of Rs 250 Crores (Rupees Two Hundred And Fifty Crores).”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

16. 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 180(1)(a) of the Companies Act, 2013 and any other provision and rules made thereunder, if any consent of the members be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to, including securitization of the borrowings availed or to be availed by the Company, by way of loans, or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesaid mortgage(s), charge(s) and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

Registered Office
601/602A, Fairlink Centre
Off Andheri Link Road, Andheri (W)
Mumbai – 400053

By Order of the Board
For Simplex Castings Limited

Place: Mumbai
Date: 09/08/2014

Monalisa Patni
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and the proxy/proxies need not be a member of the Company.
2. A person can not represent as a proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable, authorizing their representative to attend and vote at the Annual General Meeting. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
4. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses is annexed hereto.
5. The final dividend as recommended by the Board of Directors, if declared at Annual General Meeting, will be paid to the members.

Making payment of dividend through NECS / NEFT; Shareholders holding shares are requested to update their bank account details / registered address / e-mail address with their respective Depository Participants. The address / bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants if held share in physical for update either with us or our RTA quoting their folio no.

Sending notices and documents to shareholders through email: Shareholders holding shares in physical form are further requested that as per SEBI Circular No. CIR/MRD/DP/10/2013 dated 21.03.2013 it is mandatory for the shareholders to provide their bank details to necessitate the electric transfer of dividend and other cash benefits to their to respective accounts. Therefore, provide the details of their bank details with respective the respective Depositories Participants so as to provision of the above said circular issued by SEBI.

6. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10



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days in advance so as to enable the Company to keep the information ready.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September, 2014 to 29th September, 2014 (both days inclusive) for determining the name of Members eligible for dividend on Equity Shares.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
9. Pursuant to the provisions of Section 205A & 205C of the Companies Act, 1956, the Company has transferred an amount of Rs 2,19,316/- (2006-07) the unpaid or unclaimed dividends to the Investor Education & Protection Fund (IEPF) set up by the Central Government.
10. *As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of Annual Report to the Meeting along with the attendance slip. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.*

Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

I) The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "Simplex Castings Limited" from the drop down menu and click on "SUBMIT"
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	<u>For Members holding shares in Demat Form</u>	<u>For Members holding shares in Physical Form</u>
User ID	For NSDL: 8 Character DPID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
	1. *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.	
	2. *In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	
	#Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.	

- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat



holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

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

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

In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]: Please follow all steps from sl. no. (i) to sl. no. (xiv) above, to cast vote.

The voting period begins on 22nd September, 2014 (9.00 am) and ends on 24th September, 2014 (6.00 pm)

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

- II. Mr. Keyul Dedhia, Practicing Company Secretary (Membership No. ACS:22761) and proprietor of M/s Keyul M. Dedhia & Associates has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner, he shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report will placed on the website of the Company within prescribed period.

Note: Those who do not have access to e-voting facility, ballot form is enclosed with this annual report



ANNEXURE TO THE NOTICE

(A) Details pursuant to clause 49 of the listing agreement , following information is furnished about the directors proposed to be appointed / re-appointed

ITEM NO.3 –

Mr. Arvind S Shah, is a B.Com, he is Executive Chairman of the Company. He is 73 years of age and is an industrialist having diversified experience of more than 47 years in Steel Industry, and on the Board of the Directors of the company right from the 25th August, 1980. The Board recommends the ordinary resolution in relation to appointment of Mr. Arvind S Shah for approval by the members. Directorship in other public limited companies -Nil & private Co. -6-Simplex Tefico Industries Pvt. Ltd., Signum Fire Protection (I) Pvt. Ltd., Arvind Agricultural Products Pvt. Ltd, Sangam Forgings Pvt. Ltd., AKS indra industries Pvt. Ltd., Simplex Developers Pvt Ltd.

Except Mr. Arvind S Shah being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 4 –

Mr. Shailesh A Shah, is a B.E, M. Tech, he joined Simplex Castings Limited on 1st August, 2003. He is having more than 12 years experience in shop floor foundry and operational experience in the factories of Simplex group. He is the Finance executive of the Company. The Board recommends the ordinary resolution in relation to appointment of Mr. Shailesh A Shah for approval by the members. Directorship in other public limited companies -Nil & private Co.-6 -Sim Amrit Estates& Trading Co. Pvt.Ltd, Arvind Agricultural Products Pvt. Ltd, SEFW Projects Pvt.Ltd, Sangam Forgings Pvt. Ltd., Simplex Industries Pvt. Ltd., AKS indra industries Pvt. Ltd.

Except Mr. Shailesh A Shah being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

(B) Statement pursuant to Section 102 of Companies Act, 2013, in respect of special businesses as set out in the Notice and details pursuant to clause 49 of the listing agreement:

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

ITEM NO. 6:

A proposal for appointment M/s. Arindam & Associates, Cost Accountants, Raipur, as Cost Auditors of the Company to conduct the cost audit for the financial year 2014-15 was recommended by the Audit Committee and approved by the Board and fixed the remuneration of Rs.1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus reimbursement of out of pocket expenses at actual basis, subject to the ratification of the members at the AGM. Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution. The Board of Directors recommends the resolution for your approval.

ITEM NOS. 7:

Mr. Hasmukhlal S Parikh, aged 87 years, is a member of the Institute of Chartered Accountants of India, New Delhi in Mumbai.

Mr. Hasmukhlal S Parikh is member of Shareholders'/Investors' Grievance Committee, Audit Committee, and Remuneration Committee of the Board. Directorship in other public limited companies 3- EIMCO ELECON (India) Ltd., ELECON Engineering Co. Ltd., The Supreme Industries Ltd. and private company-Nil



He has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company from 22nd March, 1993. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in Section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Hasmukhlal S Parikh fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hasmukhlal S Parikh as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Hasmukhlal S Parikh as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Hasmukhlal S Parikh will not be liable to retire by rotation.

Except Mr. Hasmukhlal S Parikh being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 8:

Mr. Kisan Ratilal Choksey, aged 76 years, he is graduated in Bachelor of Commerce, He is a Share Broker having his own stock broking Co. in Mumbai. He is having a vast experience in stock & securities. He was previously associated with the Bombay Stock Exchange as a Treasurer & Director, in different year of his career .

Mr. Kisan Ratilal Choksey is Chairman of Audit Committee, Share Transfer cum Shareholders'/Investors' Grievance Committee, Nomination and Remuneration Committee of the Board. Directorship in other public limited companies -2-Ruttonsha International Rectifiers Ltd., KRC Insurance Advisors Ltd. and private company-4-Kisan Ratilal Choksey Shares & Securities Pvt. Ltd, K.R.Choksey Commodity Brokers Pvt. Ltd, K.R. Choksey Investment Managers Pvt. Ltd. Padmesh Tradelink Pvt. Ltd.

Mr. Kisan Ratilal Choksey has been on the Board of the Company from 22nd March, 1993. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in Section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Kisan Ratilal Choksey fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kisan Ratilal Choksey as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kisan Ratilal Choksey as an Independent Director pursuant to provisions of Section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Kisan Ratilal Choksey shall not be liable to retire by rotation.

Except Mr. Kisan Ratilal Choksey being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set.

ITEM NO. 9:

Mr. Rajendra A Shah, aged 68 years, B.SC, L.L.B (Solicitor).

Mr. Rajendra A Shah is member of Audit Committee, Share Transfer cum Shareholders'/Investors' Grievance Committee, Nomination and Remuneration Committee. Directorship in other public limited companies -Nil & Private Co- Nil.

Mr. Rajendra A Shah on the Board of the Company from 31st July 2004. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in Section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Rajendra A Shah

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fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajendra A Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajendra A Shah as an Independent Director pursuant to provisions of Section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Rajendra A Shah shall not be liable to retire by rotation.

Except Mr. Rajendra A Shah being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NOS. 10:

Mr. Shivji R Shah, aged 87 years, B.Com, L.L.B.

Mr. Shivji R Shah is member of Audit Committee of the Board. Directorship in other public limited companies -Nil and private company 1- Simplex Engineerings & foundry works Pvt Ltd

Mr. Shivji R Shah has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company from 31st July 2004. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in Section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Shivji R Shah fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shivji R Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shivji R Shah as an Independent Director pursuant to provisions of Section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Shivji R Shah shall not be liable to retire by rotation.

Except Mr. Shivji R Shah being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NOS. 11:

Ms. Ushma Nitin Khabaria (DIN: 06791342), aged 24 years, BMS, MBA, pursuing P.hd.

Ms. Ushma Nitin Khabaria's Directorship in other public limited companies -Nil and private company 1- Coco Ginger Technologies Private Limited

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Ms. Ushma Nitin Khabaria fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Ushma Nitin Khabaria as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Ushma Nitin Khabaria as an Independent Director pursuant to provisions of Section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Ms. Ushma Nitin Khabaria shall not be liable to retire by rotation.

Except Ms. Ushma Nitin Khabaria being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

**ITEM NOS. 12:**

Mrs Sangeeta Ketan Shah (DIN 05322039), aged 37 years. Mrs Sangeeta Ketan Shah's Directorship in other public limited companies -1- Hem Holdings and Trading Limited and private company 1- Kiaan Minerals & Resources Private Limited.

She has been associated with the Company from last five years and heading the HR department of one of the unit of the company, the management has now decided, to take her on the Board of the Directors, as a women and Whole Time Director for a term of five years subject to the consent of the members of the Company, on the remuneration of Rs One lakh twenty five thousand consolidated monthly salary and House Rent Allowance.

Mrs Sangeeta Ketan Shah holds 2000 Equity shares in the Company.

The Terms and Conditions of Mrs Sangeeta Ketan Shah's appointment as set out above may also be treated as an extract of the terms of draft Agreement between Mrs Sangeeta Ketan Shah and the Company under the Section 170, 171 of the Companies Act, 2013 earlier Section 302 of the Companies Act, 1956.

Except Mrs Sangeeta Ketan Shah and Mr Ketan M Shah, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NOS. 13 & 14:

As you may be aware, the Financial Year 2013-14 was second consecutive year of challenges and uncertainties for most of the business in India and overseas, specially in the sectors like Automobile, Realty Engineering to which our Company belongs. The financial crisis, sharp fluctuation in currencies, economic slowdown and severe liquidity crisis affected the Company's businesses and bottom line of the Company. Due to global financial crisis, all the sectors of business including Steel sector adversely affected. Despite of efforts by the Company there is continuous decline in profits of the Company, is primarily due to the aforesaid global crisis and uncontrollable factors like lack of orders and shortage of raw material and decline in fourth quarter was unexpected and was not forecasted by the company. The managerial remuneration paid on terms and condition as already approved. However due to inadequacy of profits, there is an excess payment over the minimum remuneration payable to the managerial persons under the schedule XIII as under:

Names	Actual paid	As Per Schedule XIII	Excess
Mr. Arvind K. Shah (Chairman)	61,34,638	42,00,000	19,34,638
Mr. Ketan M. Shah (Managing Director)	49,71,794	42,00,000	7,71,794

The remuneration paid to the above managerial persons during period ended 31st Mach, 2014 needs to be also approved by the members in view of the inadequacy of profits & also for waiver of excess remuneration paid.

In view of exemplary services being rendered by Mr. Arvind S. Shah, as Chairman and Mr. Ketan M. Shah, as Managing Director, it is desirable to waive the excess remuneration paid to the said persons in the view of exemplary services render by them.

Waiver of excess of remuneration requires consent of the members as well as the approval of Central Government as required under sub-Section 5B of Section 309 of the Companies Act, 1956. Therefore it is desirable to obtain the consents of the members of the Company through special resolution for waiver and to approach Central Government for its approval/consent.

Except Mr Arvind S Shah and Mr. Ketan M Shah, None of the Directors/Key Managerial Personnel/their relatives of the Company is in any way concerned or interested in the above referred resolutions.

**34th Annual Report 2013-14****ITEM NOS. 15 & 16:**

The members of the Company at their Annual General Meeting held on 27.09.2012 had approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 250 crores and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of Rs. 250 crores.

Section 180 of the Companies Act, 2013 effective from September 12, 2013.

Pursuant to Section 180 of the Companies Act, 2013 and rules thereof requires that consent of the Company accorded by way of a special resolution is required to borrow money in excess of the Company's paid up share capital and free reserves and for creating mortgage/charge encumbrance on the movable and immovable properties of the Company. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 shall be valid for one year from the date Section 180 became effective. Thus, the approval granted by members is valid upto September, 2014. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set in the resolution. The Board recommends these resolution for approval by the members of the Company.

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

Registered Office
601/602A, Fairlink Centre
Off Andheri Link Road, Andheri (W)
Mumbai – 400053

By Order of the Board
For Simplex Castings Limited

Place: Mumbai
Date: 09/08/2014

Monalisa Patni
Company Secretary

**DIRECTORS' REPORT**

To,

The Members,

Your Directors have pleasure in presenting are pleased to present the 34th Annual Report and Statement of Accounts of your Company, for the year ended on 31st March, 2014.

FINANCIAL RESULTS:

Particulars	Financial year ended 31 st March 2014 (Rs. in Lacs)	Financial year ended 31 st March 2013 (Rs. in Lacs)
Operating Income	15,875.62	20,314.36
Other Income	142.14	132.13
Total Receipts:	16,017.76	20,446.49
Employee Benefit Expenses	1,592.13	1,616.20
Depreciation & Amortization expenses	598.21	598.72
Finance Cost	1,414.76	1,541.62
Other Expenses	12,132.2	15,959.18
Total Expenses	15737.30	19715.72
Profit Before Tax:	280.46	730.77
Tax Expenses	127.14	235.23
Profit for the period :	153.32	495.54
Earning Per Share (in Rs.)	2.56	8.28
Public Shareholding (in %)	41.72	42.44
Promoters Shareholding (in %)	58.28	57.56

DIVIDEND:

The Board of Directors of the Company in their meeting held on 29th May, 2014 has recommended dividend @ 5%, i.e. 50 paise per equity share for the financial year 2013-14.

PERFORMANCE REVIEW:

The sales and other Income for the financial year 2013 - 14 were Rs. 16,017.76 lacs as against Rs. 20,446.49 lacs for the year 2012-13, registering a decrease of 21.66% as compared to last year.

The Profit before tax was Rs. 280.46 lacs and Profit after tax was Rs. 153.32 lacs for the financial year 2013-14 as against Rs. 730.77 lacs and Rs. 495.54 lacs of the previous year.

Total expenses decreased from Rs. 18,174.10 lacs to Rs. 14,322.54 lacs in Financial year 2013-14, where as other income increased from Rs. 132.13 lacs to Rs. 142.14 lacs.

Earning per share has declined from Rs 8.28 in 2012-13 to Rs. 2.56 in Financial year 2013-14.

FUTURE PROSPECTS:

The objective of our company is to achieve & sustain reputation for quality at competitive price in the National and International markets for its entire products range. Being a part of steel industry as a foundry manufacturing unit, our company has sound future. The Company is expected to gain a steady growth again and use the opportunity available in National and International markets. The future prospects are looking bright, we are expecting following developments :

It is envisaged that in SAIL Plants & other private sector plants are going to put up new coke oven battery as well as re-building of old batteries like- Bhilai Steel Plant, Bokaro, Roulkela, Durgapur, Possco, Jindal etc. approximate 8-10 batteries will require air cooled coke oven doors in which Simplex Castings limited is one of the Company in India who has experience of manufacturing and commissioning for air cooled coke oven doors.

**34th Annual Report 2013-14**

We are expecting some more orders from Indian Railways as well as American Railways, GE and EMD for truck frames and Casnub boogies. There is huge scope of pallet plants in India. We have supplied complete 110 set pallet body assembly to M/s Adhunik Mettals, Bajrang Alloys and NECO, Raipur. They are working very satisfactorily, we are looking forward for further more order of pallet plants in coming years, and there is also scope for orders for some parts of Shipbuilding.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure and forms part of this report.

PUBLIC DEPOSITS:

The Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

MANAGEMENT DISCUSSION AND ANALYSIS:

A report on Management Discussion and Analysis (MDA), which is forming part of this Report, inter-alia, adequately deal with the operations as also current and future outlook of the Company.

PARTICULARS OF EMPLOYEES:

Information pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms a part of this report and will be sent on demand to the shareholders. Any Shareholders interested in obtaining a copy of the said statement may write to the Company Secretary.

BOARD OF DIRECTORS:

Mr. Arvind S Shah and Mr. Shailesh A. Shah, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Your Directors recommend his appointment.

Mrs. Sangeeta Ketan Shah, Whole Time Director and Ms. Ushma Nitin Khabaria, Independent Director are appointed by the Board of the Directors of the Company subject to the members approval as per the Companies Act, 2013. Your Directors recommend their appointments.

Pursuant to Section 149 of the Companies Act, 2013 read with the Rules made thereunder, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. In terms of revised clause 49 of the listing agreement which will be applicable from 1st October, 2014, in case the Independent Director has already served for 5 or more years, he can be appointed for only one term of 5 years. As per Companies Act, 2013 the Nominee Director is not considered to be an Independent Director. Presently, Mr. Hasmukhlal S. Parikh, Mr Kisan R. Choksey, Mr Rajendra A. Shah, and Mr. Shivji R. Shah the Independent Directors of the Company. As per their existing terms of appointment, all of them are liable to retire by rotation. However, under the Companies Act, 2013 and Clause 49 of listing agreement, they may be appointed afresh with a fixed period of up to 5 years.

The Board considered the independence of each of the above mentioned Directors in terms of Section 149 and Schedule IV to the Companies Act, 2013 and Clause 49 of the listing agreement and was of the view that the proposed directors fulfill the criteria of independence as mentioned in the above provisions and can be appointed as Independent Directors. All the proposed Directors possess requisite qualifications, appropriate skills, experience and knowledge in one or more fields of finance, law management, administration, technical operations and other disciplines related to Company's business. Keeping in view, the educational / professional qualifications, working experience, expertise in line with Company's business, positive attributes, already being on the Board of the Company and benefits that the Company will derive with their appointment, the Board has recommended their appointment as Independent Directors of the Company to hold office for a term of five consecutive years.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.



- b) They have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent. The purpose was to give a true and fair view of the state of affairs of your Company, and the profit of the Company at the end of the financial year.
- c) The Directors took proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors prepared the annual accounts on a going concern basis.

AUDITORS:

M/s Taunk & Srikanth, Chartered Accountants, who are the Statutory Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment, subject to the approval of shareholders. The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits and that they are not disqualified for reappointment. Members are requested to consider their reappointment on a remuneration to be decided by the Board or Committee thereof for the ensuing Financial Year i.e. 2014-15. The Notes on Accounts referred to in the Auditor's Report are self-explanatory and give complete information.

COST AUDIT

M/s. Arindam & Associates, Cost Accountants, Raipur (CG), have been appointed as Cost Auditors of the Company for financial year 2014-15 commencing 1st April, 2014 and in accordance with the Companies Act 2013 their remuneration is to be ratified at the Annual General Meeting.

CORPORATE GOVERNANCE:

The Company has been pro-active in following the principles and practices of good Corporate Governance. The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing agreements with the Stock Exchanges are complied in its letter and spirit. A separate Section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's auditors confirming the compliance of conditions on Corporate Governance as stipulated in Clause 49 of the listing agreement is annexed hereto.

SEXUAL HARASSMENT ACT, 2013:

No complaints relating sexual harassment were received in financial year 2013-14.

VIGIL MECHANISM:

As per Section 177 (9) & (10) of the Companies Act, 2013 and Clause 49 of the Listing agreements with the Stock Exchanges Listed Companies has to establish a Vigil Mechanism for Directors and employees to report genuine concerns.

APPRECIATION:

Your Directors take this opportunity to express their deep and sincere gratitude to the employees, who have largely contributed to the efficient management of your Company, as well as to the Government of India and Regulatory Authorities for their co-operation, support and guidance. The Directors also place on records their appreciation for the Company's valued customers, bankers, vendors, employee unions, shareholders and all other business associates for their continued support and confidence in the company and its management.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 29/05/2014

(Arvind S. Shah)
Chairman



ANNEXURE TO THE DIRECTORS' REPORT

1. CONSERVATION OF ENERGY :

a) Energy conservation Measures Taken during the year 2013-14:

1. Reduction in powder consumption by installing IGBT based welding machines in our fabrication shop.
2. Installation of variable frequency drive in foundry division.
3. Some old motors and gear boxes replaced with energy efficient motors and gear boxes.
4. Some old Model high power consumable welding machines replaced with new model power saver rectifier machine.
5. To improve the power factor, APFC panel was introduced in the system in steel foundry unit.
6. Installed new fully Automatic system screw compressor in placed of old compressors.
7. Heat treatment Furnace firing nozzles replaced with new nozzles for better efficiency and lower consumption of fuel.
8. To improve the power factor, APFC panel with 800 KVA capacitor installed in fabrication unit.
9. Compressor distribution pipe line turning were smooth-en to reduce velocity torque.

b) Measure proposed for the year:

1. Installation of screw compressor.
2. Replacement of energy efficient pumps.
3. Replacement of old motors with energy efficient motors
4. Installation of energy efficient motors with variable frequency drives.

c) Impact of the above measures: Reduction in energy consumption, improvement operational efficiency and widening the scope for energy conservation.

FORM-A (As per rule 2)

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:

A. POWER AND FUEL CONSUMPTION

	PARTICULARS	2013-14	2012-13
1	ELECTRICITY		
	a) Purchased Unit (Kwh)	20621329	23731504
	Total Amount (In Rs.)	12,67,98,585	13,73,99,885
	Rate /Unit (Rs./ Kwh)	6.15	5.79
	b) Own Generation		
	(i) Through Diesel Generators	NIL	NIL
	(ii) Through Steam Turbine / Generator	NIL	NIL
2	COAL(Specify Quality & where used)	NIL	NIL
3	(A) FURNACE OIL		
	Qty (K. Ltr)	844355	990285
	Total Amt (In Rs.)	3,65,35,904	4,18,53,298
	Avg Rate / Rs. ltr.	43.27	42.26
	(B) OTHERS		
	Qty (K. Ltr)	NIL	NIL
	Total Amt (In Rs.)	NIL	NIL
	Avg Rate / Rs. Kltr.	NIL	NIL

B. CONSUMPTION PER UNIT OF PRODUCTION:

PARTICULARS	2013-14	2012-13
Electricity (KWH /TON)	1646	1633
Furnace Oil (Ltr / Ton)	67	68



FORM – B (As per rule 2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

A. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

Your company has always tried to develop, adopt and introduce newer technologies for benefit of the customers.

1. The full mould process, resulting in faster production and cost saving.
2. For all major castings of coke oven getting technology changed from center pouring to end pouring, resulting in increase in the yield percentage.
3. GE & EMD truck frame reduce the weight by removing excess machining stock , it has saved 500 kg of Metal.
4. Introduction of special tools has helped in reducing the machining time; save 24 hours machining time; which lead to cost saving.
5. EM 36 & EM 47 Mills for Claudius Peter, Germany.

B. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	Rs. In Lacs
EARNINGS	1206.41
Outgo	188.4



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

India's economy expanded at 4.7 per cent in the entire 2013-14 financial year, marking a second straight year of below 5 per cent growth in the last 25 years. The expansion was slower than an official estimate of 4.9 per cent and higher than 4.5 per cent growth a year earlier.

The year 2013 witnessed changing global dynamics with a renewed focus on the developed nations. The developed economies gathered momentum even as consumer demand recovered modestly in the US and Japan. However, emerging economies experienced external and localised vulnerabilities and market turmoil.

On the industry front, sluggishness in the Indian economy continued with contraction in the industrial output and services sector. High inflation and high interest rates affected all economic sectors. Inflation has, since then, moderated, along with an improvement in the fiscal and current account deficit. The government's clearance of stalled infrastructure projects in the last quarter of FY 2013-14 has improved business sentiments. The outlook for FY 2014-15 is positive as order books are being filled up and iron ore projects have been unlocked.

INDUSTRY STRUCTURE & DEVELOPMENT

Market conditions of steel industry were very challenging in 2011-12 and do not anticipate any significant changes in the year 2013-14 as well. Price of both finished as well as raw steel have generally followed a downward trend. It is seen that none of the major steel consuming region have escaped the weakness, and its interesting and perhaps worrying to note that the consumption of furnished steel is contracting in both developed and developing market.

The government policies has played a significant role in most of the developing countries. In India government holds back its decision on many projects. The recent decline in world crude steel production has clearly had a negative impact on the demand for some key steel making raw materials. And this contraction in demand has contributed to price fall for iron ore, coal and scrap.

The excess stock and inventory at manufacturers end has also slowed down further production. The industries has also slowed down due to rise in economic pressure. Increased cost of loans and others. Cost of production has also increased due to global fuel price hikes. The slowdown in foreign investment inflows has affected the growth of industry.

OPPORTUNITIES & THREATS

Being a part of steel industry as a foundry manufacturing unit, our Company has great future prospects. The Company is expected to gain a steady growth again and use the opportunity available in the Railway, Power and oil and gas industry. The combination of effective manufacturing costs with the good quality system would give an edge to the Company in terms of pricing, quality and demands. The present dullness is hoped to get cleared gradually.

The Company has added few facilities which shall make it more competent than others. Few forthcoming projects on steel plants are such that the our company shall have more chances to conquer these projects, due to its expertise in those field. The achievement of one order from Brazilian's Coke Oven has opened the doors for the company in South America. The entrance of the company in Oil & Gas sectors will certainly lead to increase in turn over and widen its operational areas. The huge requirement of Locos in American loco manufacture market will also lead to increased turnover. The slowdown of European foundries has created a good opportunities for us.

The slow cash flow and sluggish domestic market is a great threat as it may increase the overheads. Day to day small competitors to retain their entity have started do work even with less margin or even on break even. Some industries like auto railway sector are in better negotiating power and therefore the foundries like us will face the problem in negotiating reasonable price compensation commensurate with the hike in input cost, casting buyers are not accepting even the legitimate and reasonable price compensations. This will lead to no up-gradation of the technologies & processes which is expected from foundries by the buyers.

RISK CONCERN

Risk is an integral factor in virtually all businesses. Being in steel business, the Company is subject to certain risks which are unavoidable in the Industry. At Simplex, risks are adequately measured, estimated and controlled. Irrespective of the type of risk or the activity that creates it, the Company's fundamental approach to risk management remains the same: identify and measure risks, leverage an in-depth knowledge of the business and competitors and respond flexibly in the understanding and management of risks.

**Internal Control System and their Adequacy**

The Company has adequate Internal Control System commensurate with the size and nature of the business.

1. All the Company's major business process are currently run on latest ERP. We have an internal audit function which is empowered to examine the adequacy and the compliance with policies and statutory requirements. The top management and the Audit Committee review the findings and recommendations in the Inter Audit Report, so that the corrective measures can be initiated as appropriate.

Operational and Financial performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles in India. The Company has achieved a considerable growth in the financial performance during the year.

1. Total Revenue

Total Income of the Company for the financial year 2013-14 comprises of Net Sales, work contract receipt and other income amounts to Rs. 160.17 crores which was a decline by 21.66% over last year's figure.

2. Profit before Tax

Profit before tax for the year under review was Rs. 2.80 crores as compared to Rs. 7.30 crores for the last year.

3. Profit after Tax

Profit after tax for the year under review was Rs. 1.53 crores as compared to Rs. 4.95 crores for the last year.

4. Earnings per Share

Earnings per share for the year under review was Rs. 2.56 as compared to Rs. 8.29 for the last year.

5. Net Worth

Net worth of the Company for the financial year 2013-14 is Rs. 78.89 crores as against Rs. 76.42 crores of last year.

Forward Looking Statement

Statements in the Management Discussion and Analysis and the annual report describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations in India and other countries. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demands/supply and price conditions in the domestic markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors and unforeseen circumstances.



CORPORATE GOVERNANCE REPORT

The essence of Corporate Governance lies in its transparency, its efficiency lies in its ability to protect the stakeholders interest. Sound ethical practices, transparency in operations and timely disclosures go a long way to enhancing long-term shareholder value while safeguarding the interest of all the stakeholders. Clause 49 of the listing agreement with stock exchanges in India has set the benchmark compliance rules for a listed company and the baseline for governance standards.

Corporate governance is an integral part of the way your Company does business. Your Company's governance process and practices venture to achieve transparency and professionalism in action as well as the implementation of policies and procedures to ensure high ethical standards as well as responsible management. We also believe that Corporate Governance is a continuously improving process and are always striving towards achieving the highest standards possible.

1 Board of Directors

As on March 31st 2014, your Company's Board of the Directors of the Company consisted of eight Directors with varied experience in different areas. The composition of the Board is in conformity with the clause 49 of the provisions of Listing agreement, with 50% of the Board consisting of Independent Directors.

The names and categories of the Directors on the Board and also the number of Directorships & Committee Memberships held by them during 2013-14 in other Companies are as under:

Director's Attendance record and Directorships held

Sr. No	Names of Directors	Category of Directors	Attendance in Fy 2013-14		No of Director-ships held #	No. of other Board Committees member/ Chairman
			Board Meeting	AGM		
1	Mr. Arvind S Shah	WTD* Executive Chairman	1/4	Yes	6	-
2	Mr. Ketan M Shah	Managing Director-Executive	4/4	Yes	6	-
3	Mr. Shailesh A Shah	WTD* Executive	3/4	No	6	-
4	Mr. G Gopalswamy	Professional	2/4	Yes	1	-
5	Mr. Kisan R Choksey	Independent	4/4	Yes	6	-
6	Mr. Shivji R Shah	Independent	2/4	No	1	-
7	Mr. H. S. Parikh	Independent	3/4	Yes	3	8
8	Mr. Rajendra A Shah	Independent	2/4	No	0	-

* Whole Time Director , # other Directorship including in Pvt. Co's at year end

Number of Board Meetings

Total four meetings of the Board of Directors were held in the financial year 2013-14:

S. No	Date of Meetings	No. of Directors Presents
1.	28.05.2013	5
2.	27.07.2013	8
3.	09.11.2013	4
4.	06.02.2014	4

The company thus observed the provisions of listing agreement allowing not more than four months gap between two such meetings.

2 Audit Committee

As required under Section 292A of the Companies Act, 1956 read with provisions of clause 49 of the Listing agreement with the stock exchange the Board constituted an Audit Committee. Audit Committee of the Board comprises of four



independent Directors namely Mr. Kisan R. Choksey, Chairman, and Mr. Hasmukhlal S. Parikh, Mr. Shivji R. Shah and Mr. Rajendra A Shah as members. During 2013-14, a total of four Audit Committee meetings were held, dates mentioned below. The attendances of the members of the Audit committee were as follows:

Sr. No	Audit Committee Meeting on	Attendance of Directors During FY 2013-14			
		K.R.Choksey	H. S. Parikh	Shivji R. Shah	R. A. Shah
1	28.05.2013	Yes	Yes	No	No
2	27.07.2013	Yes	Yes	Yes	Yes
3	09.11.2013	Yes	Yes	No	No
4	06.02.2014	Yes	No	Yes	Yes

Yes- Attended

No -Not Attended

The terms of reference and the role of the Audit Committee is to overview the accounting systems, financial reporting and internal controls of the Company. The Executive Chairman, the Managing Director, the Finance Director, the Statutory and Internal Auditors are regularly invited to attend the meeting.

3. Nomination & Remuneration Committee

Mr. Kisan R Choksey is the Chairman of the Nomination & Remuneration Committee and Mr. H. S. Parikh and Mr. Rajendra A. Shah are the members. The Committee has been constituted to review and recommend the remuneration policy of the Company and to recommend the revision in salary structure of Directors. During the Financial year under review no meeting was held of the Remuneration Committee.

4. Remuneration of Directors

Details about Remuneration paid to the Chairman & Managing Director and the Whole time Directors in 2013-14 are as follows:

Particulars	Arvind S. Shah (Chairman)	Ketan M. Shah (Managing Director)	Shailesh A. Shah (Executive Director)	Goverdhana Gopalswamy (Executive Director)
	(Amt. in Rs.)			
Salary	5216129	4212097	4212097	24,00,000
Benefit				
Allowance & perquisites	910109	751297	57768	-
Bonus	8400	8400	8400	-
Pension	-	-	-	-
1. FixedComponent Contribution to PF Superannuation & Gratuity	-	9360	9360	-
2. Commission	-	-	-	-
3. Total	6134638	4981154	4287625	2400000
4. Grand Total				17803417

Sitting Fees and remuneration paid to Non Executive Directors during the financial year 2013-14 are given below. Non Executive Directors are not entitled for any remuneration other than the sitting fees.

Sr. No.	Name of Non Executive Directors	Sitting Fees (in Rs.)
1	Mr. Hasmukhlal S Parikh	80,000
2	Mr. Kisan R Choksey	1,00,000
3	Mr. Rajendra A Shah	45,000
4	Mr. Shivji R Shah	45,000



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5. Share Transfer/ Investors Grievances Committee

The committee has been renamed as Stakeholders Relationship Committee Mr. Kisan R Choksey is the Chairman of the Stakeholders Relationship Committee and Mr. Hasmukhlal S Parikh and Mr. Rajendra A. Shah are the members. In the Financial year under review, one meeting of the Committee was held 28th May, 2013. As on March 31, 2014 there were no requests pending for transfer of shares.

Sr. No	Date of Share Transfer/ Investors Grievances Committee	Attendance of Directors		
		K.R.Choksey	H. S. Parikh	R. A. Shah
1	28.05.2013	Yes	Yes	No

6. General Body Meetings

Location and time where the last three Annual General Meetings were held:

AGM	Year	Venue	Date & Time	No. of Special Resolutions passed
33rd	2012-13	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6 th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001	23.09.2013 at 3.00 p.m	Yes-4
32 nd	2011-12	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6 th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001	27.09.2012 at 2.30p.m.	No
31 st	2010-11	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6 th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001	23.09.2011 at 2.30 p.m.	No

Note:

- In the year 2011-12, Ordinary Resolution (Special Business) was passed pursuant to Section to increase the limit of borrowings from time to time 293(1)(d) of the companies Act, 1956, upto the limit so that the total amount of money so borrowed by the Directors shall not exceed the sum of Rs. 250 Crores (Rupees Two Hundred & Fifty Crores)
- In the year 2012-13, Special Resolution (Special Business) was passed pursuant to Section 198, 269,309,310 read with Schedule XIII of the Companies Act, 1956 to re-appoint Mr Arvind A Shah & Mr Shailesh A Shah and members approval to make an application to Central Government for waiver of excess remuneration paid to Mr Arvind A Shah & Mr. Ketan M Shah.

Whether Special resolutions:

- | | |
|---|------|
| a) Were put through postal Ballot last year | No |
| Details of Voting pattern | N.A. |
| Person who conducted the postal ballot exercise | N.A. |
| b) Are proposed to be conducted through postal ballot this year | N.A. |

7. Disclosures

- Disclosure on material transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management and their subsidiaries or their relatives, among others that may have potential conflict with the interest of the Company at large. None of the transactions with any related parties were in conflict with the interests of the Company.
- Details of non compliance by the Company, penalties strictures imposed by the stock exchanges / SEBI or any other statutory authority and any matter related to capital markets, during the last three years: None.
- The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

**8. Code of Conduct for Board Members and Senior Management**

Your company has adopted a code of conduct for all the Board members and members of senior management, between whom it has been circulated and compliance thereto affirmed.

A declaration signed by the Managing Director is given below.

I hereby confirm that:

"The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2013-14"

Sd/
Ketan M Shah
Managing Director

9. As required by clause 49(V) of the Listing Agreement, the CEO / CFO Certificate for the FY 2013-14 signed by Mr. Ketan M Shah, Managing Director and Mr. P. M. Turate, Chief Financial Officer of the Company, giving annual certification on financial reporting and internal controls. Certificate for the financial year under review is enclosed at the end of this report.

10. Means of Communication

Information like financial results (quarterly, half-yearly or annual) and press releases on significant developments in the Company that has been available from time to time, on the Company's website and also submitted to the stock exchanges to enable them to put them on their websites and communicate to their members.

The quarterly financial results were published during the financial year in 'Economic Times'/ Free Press Journal in English and 'Navbharat Times' in Marathi. Annual Report containing Director's Report, Auditor's Report and other important information as required to be set out in this has been sent to the members and other person entitled to receive this. Details of management discussion and analysis are printed in the annual report.

11. General Shareholder's Information**a) 34th Annual General Meeting**

Date	29th September, 2014.
Time	3:00 PM
Venue	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6 th Floor, 12 K Dubhash Marg, Fort Mumbai 400001

b) Financial Calendar

Unaudited First Quarterly Results	On or Before 14th August, 2014
Unaudited Second Quarterly Results	On or Before 14th November, 2014
Unaudited Third Quarterly Results	On or Before 14th February, 2015
Unaudited Fourth Quarterly Results	On or Before 30th May, 2015

c) Date of Book Closure

17th September 2014 to 29th September, 2014 (both days inclusive)

d) Dividend Payment Date

On or before 4th October, 2014

e) Listing

Bombay Stock Exchange, Madhya Pradesh Stock Exchange

f) Stock Code

BSE 513472 & MPSE 271

Trading Symbol

Simplex Cast

g) ISIN Number

INE 658 D 01011

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h) Monthly High and Low:

Bombay Stock Exchange

Month	Highest	Lowest	BSE Sensex Highest	BSE Sensex Lowest	Number of Shares Traded
April 2013	50.00	41.00	19622.68	14144.22	16280
May 2013	50.05	45.65	20443.62	19451.26	16471
June 2013	47.30	35.25	19860.19	18467.16	15299
July 2013	44.90	33.30	20351.06	19126.82	2586
August 2013	40.00	31.60	19569.20	17448.71	1150
September 2013	38.05	32.95	20739.69	18166.17	6557
October 2013	41.50	34.50	21205.44	19264.72	290
November 2013	38.00	32.05	21321.53	20137.76	1596
December 2013	37.00	32.60	21483.74	20568.70	10210
January 2014	39.15	32.70	21409.66	20343.78	12825
February 2014	34.00	28.10	21140.51	19963.12	8284
March 2014	33.70	28.00	22467.21	20920.98	169279

i) Registrar and Share Transfer Agents

M/s. Link Intime India Pvt. Ltd.,
C-13 Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai
78, Phone No.:-022-25963838;
Fax No.:- 022 2594 6969.

j) Share Transfer System : Applications for transfer of shares held in physical form may be sent either to the Company's Registrar & Share Transfer Agent or to the Company. All valid applications are processed within 30 days from the date of receipt and after being registered in the name of the transferee, the share certificates have been dispatched to the shareholders.

k) Distribution of Shareholding as on 31.03.2014

Slab	Total No. of Shareholders	(%)	Number of shares	% of Total Share Capital
Less than 500	4045	88.99	555561	9.28
501-1000	241	5.30	195904	3.27
1001-2000	107	2.36	158511	2.65
2001-3000	39	0.86	99122	1.66
3001-4000	21	0.47	75592	1.26
4001-5000	17	0.37	78510	1.31
5001-10000	19	0.42	143865	2.41
10001-above	56	1.23	4677135	78.16
Total	4545	100.00	5984200	100.00

l). Shareholding Pattern as on 31.03.2014

Sr. No	Category	No of Shares	% Shareholding
1	Promoters & Promoter group:		
(I)	Individual / HUF:	29,68,336	49.60
(II)	Bodies Corporate:	5,12,600	08.57
(III)	Any other(Director):	6,500	00.11
	Total:	34,87,436	58.28



Sr. No	Category	No of Shares	% Shareholding
2	Public Shareholding:		
(I)	Mutual Fund/UTI:	1,600	00.03
(II)	Bodies Corporate:	4,11,345	06.87
(III)	Individuals:	19,12,135	31.95
(IV)	Any other:	1,71,684	02.87
	Total:	24,96,764	41.72
	Total	59,84,200	100

- m) Dematerialisation details: As on March 31st, 2014, 3,041 shareholders were holding 56,33,089 Equity shares in demat form which constitutes 94.12 % of the Share Capital of the Company.
- n) Outstanding GDRs/ADRs : Not Applicable as the Company has not issued any GDRs/ADRs or any convertible instruments so far.
- o) Plant Location

5, Industrial Estate, Bhilai, Durg, (C.G.) 490 026 Phone-0788-2382031/32	Urla Industrial Estate, Raipur, (C.G.)- 493221 Phone-0771-2323805/ 2323483 Fax No.0771-2324090	223/2 & 224, Industrial Estate, Tedesara, Rajnandgaon-491443 (C. G.) Ph-9203901697 Fax No.: 07744-220972
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- p) Address For Correspondence
Simplex Castings Limited,
601/602A, Fair Link Centre,
Off Andheri Link Road, Andheri(West),
Mumbai – 400 053, Fax: 022 40034768
- q) Email ID of Compliance Officer : cs@simplexcastings.com

12. Delisting of Securities

The delisting application is pending before delisting committee at Delhi Stock Exchange

13. Auditor's Certificate on Corporate Governance

As required by clause 49 of the listing Agreement, the Auditors Certificate is given as an Annexure to the Directors Report.

14. Green Initiative in Corporate Governance-

We invite all our shareholders to visit our website at www.simplexcastings.com who wish to register their e-mail IDs and Bank Account Details and take a step forward towards their contribution in the Green Initiative introduced by Ministry of Corporate Affairs.



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AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

SIMPLEX CASTINGS LIMITED,

We have examined the compliance of conditions of Corporate Governance by Simplex Castings Ltd. for the year ended on 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement(s).

We state that no investor grievances are pending for a period exceeding one month against the company as on 31st March, 2014 as per the records maintained by the Registrars and Share Transfer Agents of the Company and presented to the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s Taunk & Srikanth
Chartered Accountant

(N. K. Taunk)
Partner

Mem. No. 30421

Place : Bhilai

Date: 09.08.2014



CERTIFICATE BY CHIEF OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors,
Simplex Castings Limited,
601/602A, Fair Link Centre,
Off Link Road, Andheri (West)
Mumbai – 400 053

(In terms of clause 49 (V) of the Listing Agreement)

I, Ketan M Shah, Managing Director along with Mr. P. M. Turate, Chief Financial Officer of the Company hereby certified to the Board that:

We, have reviewed financial statements and the cash flow statement for the year 2013 -14 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent or illegal or violative of Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
 - i) There has not been any significant change in the internal control over financial reporting during the year under review.
 - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements and,
 - iii) To the best of our knowledge and belief, there was no instance of any significant fraud during the year with the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(Ketan M. Shah)
Managing Director
Date: 09/08/2014

(P. M. Turate)
Chief Financial Officer

**34th Annual Report 2013-14****INDEPENDENT AUDITORS' REPORT**

To the Members of

SIMPLEX CASTINGS LIMITED,

Report on the Financial Statements

We have audited the accompanying financial statements of Simplex Castings Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2014
- ii) in the case of the Statement of Profit & Loss, of the profit for the year ended on that date; and
- iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;



- (b) In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- (e) On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of section 274(1)(g) of the Act.

For M/s TAUNK & SRIKANTH

Chartered Accountants

(Registration No. 001524C)

(N. K. TAUNK)

Partner

Membership No. 30421

Place : Mumbai

Dated :29.05.2014



Annexure to the Auditors' Report

Statement referred to in Paragraph (1) of the Auditors' Report of even date to the Members of Simplex Castings Limited on the Financial Statements for the year ended 31st March, 2014.

- i) In respect of its Fixed Assets:-
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) In our opinion the company has not disposed of substantial part of the fixed assets during the year and the going concern status of the company is not affected.
- ii) In respect of its Inventories:-
 - a) As explained by the management, the Inventories have been physically verified by the management during the year.
 - b) In our opinion and according to the information and explanation given to us the procedures of physical verification of stocks followed by the management were found to be reasonable and adequate in relation to the size of the company and nature of business.
 - c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stock and book records were not significant and the same have been properly dealt with in the books of account.
- iii) In respect of the loans, secured and unsecured, granted or taken by the company to/from companies, firms and other parties covered in the register maintained u/s 301 of the Companies Act, 1956:-
 - a) The company has granted loan to one company covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance of the loan granted was same at Rs. 0.98 lacs (prev. yr Rs. 25.11 lacs). (Clause 4(iii)(a) of the Order)
 - b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loan has been granted to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956, were prima facie not prejudicial to the interest of the company. (Clause 4(iii)(b) of the Order)
 - c) According to the information and explanations given to us, there is no stipulation as to receipt of principal and interest. (Clause 4(iii)(c) of the Order)
 - d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956. (Clause 4(iii)(d) of the Order)
 - e) The company has taken loan from five companies covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 1222.63 lacs (prev. year Rs.1222.63 lacs) and the year end balance was Rs. 1187.45 lacs (prev. year Rs.1222.63 lacs) (Clause 4(iii)(e) of the Order)
 - f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loan has been taken from companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956, were prima facie not prejudicial to the interest of the company.(Clause 4(iii)(f) of the Order)
 - g) According to the information and explanations given to us, there is no stipulation as to repayment of principal and interest, even though interest is credited to the respective parties accounts at the year end. (Clause 4(iii)(g) of the Order)
- iv) In our opinion and according to the information and explanation given to us during the course of our audit, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchases of stores, raw-materials, plant & machinery, equipments and other assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.



- v) In respect of the transaction covered u/s 301 of the Companies Act 1956:-
- a) In our opinion and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained u/s 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information given to us the transactions made in pursuance of the contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956 aggregating during the year to Rs.5,00,000/- or more in respect of any party were made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
- vi) The company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of section 58A & 58AA or any other relevant provisions of the Act and the rules made thereunder are applicable.
- vii) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Record) Rules, 2011 prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that *prima facie* the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix) In respect of statutory dues:-
 - a) According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other dues have been regularly deposited with the appropriate authorities barring slight delay in few cases. According to the information and explanations given to us no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2014 for a period of more than six months from the date of becoming payable.
 - b) The disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities areas under:

Sl No	Name of Statute	Nature of Dues	Forum where dispute is pending	Period	Amount Rs. in lacs*
1	Income Tax Act	Income Tax	Comm. of IT (Appeals) -- do --	FY - 2009-10	979.27
				FY - 2010-11	465.18
2	Central Excise Act	Excise Duty	Central Excise & Service Tax Appellate Tribunal. (CESTAT)	2003-04	0.80
				2005-06	3.30
				& 2006-07	
3	MP Municipal Corpn. Act	Terminal Tax	Commissioner, Municipal Corpn., Bhilai	1999-2000 to 2012 - 13	27.07

- x) The company does not have accumulated losses and has not incurred any cash loss during the financial year and in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us and the records examined by us, the Company has not defaulted in repayment of dues to financial institutions/banks. The Company has not issued any debentures.
- xii) In our opinion and according to the information and explanation given to us no loans or advances have been granted by the company on the basis of security by way of pledge of shares, debentures or other securities.
- xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Accordingly, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.
- xiv) In our opinion and according to the information and explanation given to us the company is not dealing in or trading in shares, securities and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.

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- xv) The company has not given guarantee for loans taken by others from banks or financial institutions.
- xvi) In our opinion and on the basis of information and explanation given to us, the term loans were applied for the purpose for which they were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that the company has utilised Rs. 230.42 lacs (prev. year Rs. 850.67 lacs) raised from short term sources towards long-term investment.
- xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956.
- xix) In our opinion and according to the informations and explanations given to us the company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.
- xx) During the period covered by our audit report, the company has not raised any money by way of public issue.
- xxi) In our opinion and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

For M/s TAUNK & SRIKANTH
Chartered Accountants
(Registration No. 001524C)

(N. K. TAUNK)
Partner

Membership No. 30421

Place : Mumbai
Dated :29.05.2014



BALANCE SHEET AS AT 31ST MARCH, 2014

	Note	As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
A EQUITY AND LIABILITIES			
1) Shareholders' Funds			
a) Share Capital	2	598.42	598.42
b) Reserves & Surplus	3	7,291.55	7,044.15
		<u>7,889.97</u>	<u>7,642.57</u>
2) Non-Current Liabilities			
a) Long Term Borrowings	4	1,787.98	2,487.69
b) Deferred Tax Liability (net)	5	948.53	878.10
		<u>2,736.51</u>	<u>3,365.79</u>
3) Current Liabilities			
a) Short Term Borrowings	6	4,749.68	5,443.52
b) Trade Payables	7	3,610.05	3,046.81
c) Other Current Liabilities	8	3,952.38	3,385.72
d) Short Term Provisions	9	35.48	70.15
		<u>12,347.59</u>	<u>11,946.20</u>
	TOTAL	<u>22,974.07</u>	<u>22,954.56</u>
B ASSETS			
1) Non-Current Assets			
a) Fixed Assets	10	8,801.35	9,153.00
- Tangible Assets		8,702.56	8,711.80
- Intangible Assets		22.39	34.07
- Capital Work-in-Progress		76.40	407.13
b) Non-Current Investments	11	14.47	14.47
c) Long-Term Loans and Advances	12	566.98	482.32
d) Long-Term Trade Receivables	13	1,004.04	809.16
		<u>10,386.84</u>	<u>10,458.95</u>
2) Current Assets			
a) Inventories	14	7,343.64	5,753.44
b) Trade Receivables	15	3,442.93	4,968.28
c) Cash and Cash Equivalents	16	437.85	467.07
d) Short-Term Loans and Advances	17	1,342.50	1,265.62
e) Other Current Assets	18	20.31	41.20
		<u>12,587.23</u>	<u>12,495.61</u>
	TOTAL	<u>22,974.07</u>	<u>22,954.56</u>

Significant Accounting Policies - 1**Notes on Financial Statements - 2 to 32**

In terms of our report of even date

For M/s TAUNK & SRIKANTH.
Chartered Accountants(N. K. TAUNK)
PartnerMUMBAI
Date : 29.05.2014

For and on behalf of the Board

Ketan M Shah
Managing DirectorShailesh A Shah
DirectorMonalisa Patni
Company SecretaryMUMBAI
Date : 29.05.2014

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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Note	31.03.2014 Rs. in lacs	31.03.2013 Rs. in lacs
INCOME :			
Revenue from Operations	19	15,875.62	20,314.36
Other Income	20	142.14	132.13
Total Revenue :		16,017.76	20,446.49
EXPENDITURE :			
Cost of Materials Consumed	21	8,746.72	11,167.53
Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in Trade	22	(942.48)	25.13
Employee Benefits Expense.	23	1,592.13	1,616.20
Finance Costs	24	1,414.76	1,541.62
Depreciation & Amortisation Expense	25	598.21	598.72
Other Expenses	26	4,327.96	4,766.52
Total Expenses :		15,737.30	19,715.72
Profit Before Tax		280.46	730.77
Tax Expenses			
- Current Tax		56.71	120.60
- Deferred Tax Liability/(Asset)		70.43	114.63
Profit for the year		153.32	495.54
Earnings per Share of face value of Rs. 10 each	30	2.56	8.28
Basic and Diluted (in Rupees)			
Significant Accounting Policies - 1			
Notes on Financial Statements - 2 to 32			

In terms of our report of even date

For M/s TAUNK & SRIKANTH.
Chartered Accountants(N. K. TAUNK)
PartnerMUMBAI
Date : 29.05.2014

For and on behalf of the Board

Ketan M Shah
Managing DirectorShailesh A Shah
DirectorMonalisa Patni
Company SecretaryMUMBAI
Date : 29.05.2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

	2013 - 2014 Rs. in lacs	2012 - 2013 Rs. in lacs
A. Cash Flow from Operating Activities		
Net Profit before Tax and Extra-Ordinary items	280.46	730.77
Adjustments for:		
- Depreciation	598.21	598.72
- Interest expenses	1,213.62	1,392.99
- (Profit)/Loss on Sale of Assets	(1.01)	(2.53)
- Dividend Income	(0.30)	(0.11)
- Agricultural Income	(5.00)	(5.00)
- Effect of Exchange Rate Change	92.00	(92.00)
- Capital Gains	-	(11.26)
Operating Profit before Working Capital Changes	2,177.98	2,611.58
Adjustment for:		
Inventories - (Increase) / Decrease	(1,590.20)	462.54
Trade Receivables - (Increase) / Decrease	1,330.47	89.32
Other Receivables - (Increase) / Decrease	(84.05)	167.53
Trade & Other Payables - Increase / (Decrease)	1,654.99	(1,076.38)
Cash generated from Operations	3,489.19	2,254.59
Direct Taxes (incl FBT) paid	(54.24)	(293.10)
Cash Flow before Extra Ordinary Items	3,434.95	1,961.49
Net Prior Year Adjustments	(0.19)	(4.27)
Net Cash generated from Operating Activities	A 3,434.76	1,957.22
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(269.23)	(699.48)
Sale of Fixed Assets	1.75	59.92
Dividend Received	0.30	0.11
Agricultural Income	5.00	5.00
Decrease in Long Term Investments	-	7.91
Net Cash used in Investing Activities	B (262.18)	(626.54)
C. Cash Flow from Financing Activities		
Borrowings from Bank (Short Term)	(693.84)	1,307.61
Proceeds from Bank Borrowings (Long Term)	-	(1,052.46)
Repayment of Bank Borrowings (Long Term)	(1,178.54)	-
Other Borrowings - Increase / (Decrease)	(26.19)	90.95
Interest Paid	(1,232.22)	(1,427.14)
Dividend Paid	(61.30)	(145.68)
Dividend Tax Paid	(9.71)	(24.27)
Net Cash from Financing Activities	C (3,201.80)	(1,250.99)
Net Increase in Cash & Cash Equivalents (A+B+C)	(29.22)	79.69
Cash & Cash Equivalent as on 1st April, 2013	467.07	387.38
Cash & Cash Equivalent as on 31st March, 2014	437.85	467.07

Note:- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standards(AS-3) "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

In terms of our report of even date

For M/s TAUNK & SRIKANTH.
Chartered Accountants

(N. K. TAUNK)
Partner

MUMBAI
Date : 29.05.2014

For and on behalf of the Board

Ketan M Shah
Managing Director

Shailesh A Shah
Director

Monalisa Patni
Company Secretary

MUMBAI
Date : 29.05.2014



Notes on Financial Statements for the year ended 31st March, 2014

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

b. Revenue Recognition

Sale Revenue represents revenue earned (net of returns, discount and allowances) from the sale of products & services. Sale revenue is recorded when the goods are despatched.

c. Capital Subsidy

Amount received as capital subsidy from the government for setting up an industrial undertaking in a backward area is credited to Capital Reserve.

d. Fixed Assets & Depreciation

Gross Block

* All fixed assets except Land, Building and Plant & Machinery acquired before 1992 are stated at cost. Fixed Assets which are revalued by the company are stated at their revalued book value. The increase in the revalued amount over their historical cost has been credited to Revaluation Reserve.

All costs, relating to the acquisition and installation of fixed assets are capitalised and include financing costs relating to borrowed funds attributable to construction or acquisition of fixed assets upto the date the industrial unit started production.

Depreciation

* The Company provides depreciation under written down value method (at rates prescribed under Schedule XIV of Companies Act, 1956) except in the case of Building and Plant & Machineries in which case depreciation is provided as per straight line method pursuant to section 205(2)(b) of Companies Act, 1956.

* In the case of revalued assets, the additional charge of depreciation pertaining to revaluation amount is withdrawn from the Revaluation Reserve and adjusted to the depreciation charged in accounts.

* Depreciation on addition to or sale/discardment of assets is calculated prorata from the date of such additions or upto the date of sale/discardment as the case may be.

* Intangible Assets are stated at cost of acquisition less accumulated amortisation. Computer Software (Purchase cost, User licence fees etc.), Technical Know-how are amortised over a period of 4 years. Amortisation is done on Straight Line Method.

e. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss A/c in the year in which the asset is identified as impaired.

f. Investments

Investments are stated at cost. Provision for diminution in the value of the long term investments are made only if in the opinion of the management, the decline is other than temporary.

g. Inventory

* Raw and Packing Materials are valued at cost or market value whichever is lower. Cost includes taxes and duties other than credits under CENVAT.

* Finished and Semi finished goods are valued at lower of cost and net realisable value. They include cost of conversion and other costs incurred in bringing them to their present condition. Stock against cancelled orders or without any sale orders are suitably depreciated as market value is not ascertainable

* Works contract in progress are valued at lower of cost or net realisable value for the Company.

h. Borrowing Cost

Borrowing costs that are attributable to the acquisition, production or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

**i. Excise & Customs Duty**

- * Excise duty payable on the finished goods is accounted for on the clearance of goods from the factory and the liability is provided at the end of the year only on the finished goods stock lying in the factory.
- * Customs duty is accounted for on the clearance of goods from the port / bonded warehouse and the liability of the same is provided at the end of the year on raw material stock in custom bonded warehouse or under clearance.
- * CENVAT allowed on the raw material consumed in production of finished goods and in semi finished goods is reduced in material consumption.

j. Foreign Exchange Transactions

- * Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- * Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- * Exchange differences arising either on settlement or on translation of monetary items are recognised as income or expenses in the year in which they arise, except in cases where they relate to acquisition of fixed assets in which case they are adjusted in the carrying cost of fixed assets.

k. Retirement Benefits

- * The Company has taken a policy under Group Gratuity Scheme with the Life Insurance Corporation of India. The company is liable to make up for the contribution in case funds in the hands of the trustees are insufficient to meet the actual claims of the employees under the rules of the fund.
- * Leave Encashment is accounted for on actual payment.

l. Works Contracts

- * The Company is accounting for all contracts in accordance with AS-7 issued by The Institute of Chartered Accountants of India on "Percentage of Completion method".
- * Income in respect of various works contract is recognised considering reasonableness of its realisability. Income recognition is by way of actual payments received by the Company (excluding un-adjusted advance), against bills raised. Deferred receivables are not accounted as income till its realisation.
- * Claims made on account of escalation are recognised as revenue only to the extent of the realisation of the amount of the claim.

m. Export incentives are accounted for on cash basis

n. Research and Development Expenditure

Revenue Expenditure, including overhead on research and development, is charged to profit & loss a/c as expenditure through the natural heads of expenses in the year in which it is incurred.

o. Miscellaneous Expenditure (to the extent not written off or adjusted)

Share Issue expenses is written off in ten yearly installments

p. Taxation

- * Provision for taxation is made in accordance with the income tax laws and rules prevailing at the time of the relevant assessment years.
- * Deferred tax liability is recognised for all timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. It is quantified using the tax rates and laws enacted or substantively enacted as on Balance Sheet date.
- * Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- * Provision for Wealth tax is made in accordance with the tax laws and rules prevailing at the time of the relevant assessment years.

q. Provisions & Contingent Liabilities

Provisions are recognised in the accounts in respect of present probable obligations, the amount of which can be reliably estimated.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

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NOTE 2 - SHARE CAPITAL			As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
a)	AUTHORISED : 7500000 Equity Shares of Rs. 10/- each.		750.00	750.00
		TOTAL :	750.00	750.00
b)	ISSUED : 6093000 Equity Shares of Rs. 10/- each.		609.30	609.30
		TOTAL :	609.30	609.30
c)	SUBSCRIBED & PAID UP : 5984200 Equity Shares of Rs. 10/- each.		598.42	598.42
		TOTAL :	598.42	598.42
d)	<p>Rights of shareholders: The Company has only one class of equity shareholders. Each holder is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval by the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the shareholders of equity shares are eligible to receive in proportion to their shareholdings, the remaining assets of the company after distribution of all preferential amounts.</p>			
e)	Reconciliation of the shares outstanding at the beginning and at the end of the year			
			2014	2013
			No. in lacs	Rs. in lacs
			No. in lacs	Rs. in lacs
	At the beginning of the year		59.84	598.42
	At the end of the year		59.84	598.42
e)	Shareholders holding more than 5% shares in the company			
			2014	2013
	Name		Shares held	% of Holding
	Ketan M Shah		484,150	8.09%
	Shailesh A Shah		345,963	5.78%
	Amrit A Shah		733,826	12.26%
	Prabha M Shah		696,600	11.64%
			Shares held	% of Holding
			485,450	8.11%
			345,763	5.78%
			733,826	12.26%
			696,600	11.64%

NOTE 3 - RESERVES & SURPLUS				
A.	Capital Reserves :			
	As per last Balance Sheet		6.25	6.25
B.	Revaluation Reserve :			
	As per last Balance Sheet		301.77	348.45
			301.77	348.45
	Less: Transfer to Profit & Loss A/c	45.09		46.68
			45.09	46.68
			256.68	301.77
C.	Share Premium Account :			
	As per last Balance Sheet		511.12	511.12
D.	General Reserve :			
	As per last Balance Sheet		4,200.00	4,000.00
	Add : Transfer from Profit & Loss A/c		300.00	200.00
			4,500.00	4,200.00



			As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
E.	Profit & Loss Account			
	As per last Balance Sheet		2,117.01	1,872.64
	Add: Profit for the year		153.32	495.54
	Less: Appropriation			
	- Prior Period Adjustments		(81.94)	(18.38)
	- Proposed Dividend @ 5% (10%)		29.92	59.84
	- Tax on Proposed Dividend		4.85	9.71
	- Transfer to General Reserve		300.00	200.00
			252.83	251.17
			2,017.50	2,117.01
F.	Foreign Currency Monetary Item Translation Difference A/c		-	(92.00)
		TOTAL	7,291.55	7,044.15

NOTE 4 - LONG TERM BORROWINGS

			As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
	Secured			
	Term Loan - from banks		492.00	1,162.86
	Vehicle Loans - from banks		-	2.66
			492.00	1,165.52
	Un-secured			
	Unsecured Loans from Directors		240.80	221.51
	Unsecured Loans from Companies		1,046.84	1,086.39
	Security Deposits		8.34	14.27
			1,295.98	1,322.17
		TOTAL	1,787.98	2,487.69

- 1) Term Loans from Banks (State Bank of India (SBI) & Bank of Baroda (BOB)) are secured by 1st Pari Passu charge by way of Equitable Mortgage of factory leasehold land located at Bhilai and Urla including hypothecation of Plant & Machineries and entire existing and proposed Fixed Assets of the company and 2nd Pari-passu charge on the entire Current Assets of the company by way of hypothecation/pledge.
- 2) Vehicle Loans from Banks are secured by Hypothecation of respective vehicles purchased under the loan.

NOTE 5 - DEFERRED TAX LIABILITIES (NET)

			As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
	<u>Deferred tax liabilities</u>			
	Tax effect due to - Difference between written down value of assets under the Companies Act, 1956 and the Income Tax Act, 1961.		959.80	889.20
		TOTAL	959.80	889.20
	<u>Deferred tax assets</u>			
	Tax effect due to - Expenses allowable on payment basis		11.27	11.10
		TOTAL	11.27	11.10
	Net Deferred Tax Liability		948.53	878.10
	Net Deferred Tax expense for the year		70.43	

34th Annual Report 2013-14**NOTE 6 - SHORT TERM BORROWINGS**

				As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
Secured					
Cash Credit - from banks				4,099.68	3,019.71
Working Capital Demand Loan - from banks				-	1,920.80
Stand-by Line of Credit				500.00	499.69
Export Packing Credit				150.00	-
Un-Secured					
Overdrawn Bank Balance				-	3.32
		TOTAL		4,749.68	5,443.52

- 1) Cash credit, WCDL, Stand-by line of credit & Export Packing credit facility from Banks (State Bank of India (SBI) and Bank of Baroda (BOB)) under Cash Credit facilities are secured by 1st Pari Passu charge by way of Hypothecation / Pledge of entire Current Assets including Raw-Materials, Stock-in-Process, Finished Goods, Stores & Spares at factory premises or such other places as may be approved by bank and assignment of Book Debts both present and future and 2nd Pari-passu charge on the entire Fixed Assets (existing & proposed) of the company by way of hypothecation/ mortgage.

NOTE 7 - TRADE PAYABLES

				3,610.05	3,046.81
Sundry Creditors				3,610.05	3,046.81
		TOTAL		3,610.05	3,046.81

There are no Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the information available with the Company.

NOTE 8 - OTHER CURRENT LIABILITIES

Current Maturities of Long Term Borrowings				716.00	1,200.00
Vehicle Loans - from banks				-	21.02
Accrued Interest on Long Term Borrowings - Banks				11.03	32.80
Accrued Interest on Long Term Borrowings - Others				172.27	169.10
Advances from Customers				1,506.98	665.64
Liabilities for Expenses				1,077.58	1,098.80
Other Liabilities				441.94	170.32
Unpaid Dividend *				26.58	28.04
		TOTAL		3,952.38	3,385.72

* Does not include any amount due and outstanding to be credited to the Investor Education and Protection Fund.

NOTE 9 - SHORT TERM PROVISIONS

Proposed Dividend				29.92	59.84
Tax on Dividend				4.85	9.71
Provision for Wealth Tax				0.71	0.60
		TOTAL		35.48	70.15



NOTE 10 - FIXED ASSETS :

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 31.03.2013	Additions/ Adjustments during the year	Deductions/ Adjustments during the year	Total as on 31.03.2014	Up to 31.03.2013	Adjustments /Deductions during the year	Total upto 31.03.2014	As on 31.03.2013	As on 31.03.2014
Tangible Assets:									
Land	633.78	-	-	633.78	-	-	-	633.78	633.78
Building	3,152.30	188.81	-	3,341.11	1,044.97	94.73	1,139.70	2,107.33	2,201.41
Plant & Machinery	9,557.68	349.96	-	9,907.64	4,000.37	415.18	4,415.55	5,557.31	5,492.09
Mould Boxes	1,182.46	37.15	-	1,219.61	996.58	58.54	1,055.12	185.88	164.49
Patterns	994.29	40.71	-	1,035.00	980.39	7.77	988.16	13.90	46.84
Office Equipments	88.98	1.72	-	90.70	53.15	5.10	58.25	35.83	32.45
Furniture & Fixtures	95.04	0.94	1.28	94.70	66.71	4.95	71.66	28.33	23.04
Computers	209.67	0.73	(1.28)	211.68	187.78	9.45	197.23	21.89	14.45
Vehicles	388.69	-	12.36	376.33	262.40	11.62	283.41	126.29	92.92
Jigs & Fixtures	1.70	-	-	1.70	0.44	0.17	0.61	1.26	1.09
Sub-total	16,304.59	620.02	12.36	16,912.25	7,592.79	11.62	8,209.69	8,711.80	8,702.56
Intangible Assets:									
Software	75.51	3.10	-	78.61	41.44	14.78	56.22	34.07	22.39
Know-how	70.25	-	-	70.25	70.25	-	70.25	-	-
Sub-total	145.76	3.10	-	148.86	111.69	14.78	126.47	34.07	22.39
TOTAL : Rs.	16,450.35	623.12	12.36	17,061.11	7,704.48	11.62	8,336.16	8,745.87	8,724.95
Prev. Year : Rs.	15,442.51	1,064.73	56.89	16,450.35	7,092.54	33.46	7,704.48	8,349.97	8,745.87
Capital Work in Progress:									
Building								184.27	76.40
Plant & Machinery								222.86	-
								407.13	76.40
GRAND TOTAL								9,153.00	8,801.35

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NOTE 11 - NON-CURRENT INVESTMENTS						
				As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs	
	LONG TERM INVESTMENTS					
a)	Trade Investment :					
	Simplex Mash - (Note below)				0.52	0.52
b)	Non Trade Investment :					
	Quoted (Fully paid equity shares)					
	7200 Equity Shares of Rs. 10/- each of Industrial Development Bank of India. (Incl 2700 Bonus) (M.V. as on 31.03.2014 Rs. 4.71 lacs - previous year Rs. 5.78 lacs)				5.85	5.85
c)	Investment in Mutual Funds					
	SBI MF - Magnum Comma Fund 24956 Units of Rs. 10/ each. (M.V. as on 31.03.2014 Rs. 4.87 lacs - previous year Rs. 4.58 lacs)				2.74	2.74
	SBI MF - PSU Fund 50000 Units of Rs. 10/ each. (M.V. as on 31.03.2014 Rs. 3.90 lacs - previous year Rs. 3.82 lacs)				5.00	5.00
d)	In Government Securities : Unquoted					
	7 years National Saving Certificates deposited with Superintendent, Central Excise, Bhilai.				0.30	0.30
	NSC deposited with Sales Tax Dept. S. R. Post Master, Raipur				0.05	0.05
					0.01	0.01
	TOTAL				14.47	14.47

Notes:

Simplex Mash is a subsidiary, registered as a limited liability partnership (LLP), in Temirtau City, Kazakhstan. Also refer clause (c) of Note 32.

NOTE 12 - LONG TERM LOANS & ADVANCES (unsecured & considered good)					
	Capital Advances			-	23.17
	Loans & Advances to Related Parties			4.38	25.11
	Other Deposits (S.D.)			283.52	292.49
	Other Loans & Advances				
	- Tax Payment net of Provisions			136.55	56.78
	- Other Advances			142.53	84.77
	TOTAL :			566.98	482.32



NOTE 13 - LONG TERM TRADE RECEIVABLE (unsecured & considered good)				
			As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
	Long Term Trade Receivables		1,004.04	809.16
	TOTAL :		1,004.04	809.16

NOTE 14 - INVENTORIES. (At lower of cost & net realisable value)				
	a) Raw-materials, Components, Stores & Spares		2,559.29	1,911.57
	b) Semi-finished goods		3,397.64	2,889.78
	c) Finished goods		1,268.00	868.76
	d) Works Contract in Progress		118.71	83.33
	TOTAL :		7,343.64	5,753.44

NOTE 15 - TRADE RECEIVABLE (unsecured & considered good)				
	a) Due over six months		145.08	484.50
	b) Other Debts		3,297.85	4,483.78
	TOTAL :		3,442.93	4,968.28

NOTE 16 - CASH AND CASH EQUIVALENTS				
	Cash on hand		7.78	2.73
	Balance with Banks			
	- in current account *		95.61	84.08
	- in time deposit **		307.87	352.22
	- in unclaimed dividend accounts		26.59	28.04
	TOTAL :		437.85	467.07

*Includes Bank a/c of Simplex Mash, a subsidiary, registered as a limited liability partnership (LLP), in Temirtau City, Kazakhstan. Also refer clause (c) of Note 32.

**Time Deposits with the Banks are endorsed and pledged with State Bank of India and Bank of Baroda towards :

	i) Security for Bank Guarantees against EMD/Performances/Advances		187.65	226.75
	ii) Margin Money for Letter of Credit		120.22	125.47
	TOTAL :		307.87	352.22

NOTE 17-SHORT TERM LOANS & ADVANCES (unsecured & considered good)				
	Loans & Advances to Related Parties		0.55	24.16
	Balance with Excise/Sales Tax Dept.		325.04	221.92
	Other Loans & Advances		1,016.91	1,019.54
	TOTAL :		1,342.50	1,265.62

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NOTE 18 - OTHER CURRENT ASSETS			As at 31.03.2014 Rs. in lacs	As at 31.03.2013 Rs. in lacs
Interest Accrued on Deposits (Banks & Others)			15.31	36.20
Income Receivable on Investments			5.00	5.00
	TOTAL :		20.31	41.20

NOTE 19 - REVENUE FROM OPERATIONS :				
Sale of Products			17,008.64	21,505.62
Job Contract Receipts (TDS Rs. 1.97 lacs Pre. Yr. 10.55 lacs)			93.40	300.29
Works Contract Receipt			559.32	935.39
			17,661.36	22,741.30
Less: Excise Duty/Service Tax			1,785.74	2,426.94
	TOTAL :		15,875.62	20,314.36

Sales include sales of scrap & raw-materials. Sale of goods and job work receipts are exclusive of :

- Sales Tax Rs. 576.89 lacs (Prev.Year Rs. 769.32 lacs)

<u>PARTICULARS OF PRODUCT SOLD</u>				
C.I.Castings and Equipments			4,619.22	5,909.19
Steel, SG Iron & Special Alloy Castings			8,962.41	11,033.77
Fabricated Equipments			1,398.35	1,609.15
MS / Forging quality Ingots			240.28	346.52
Works Contract & Job Contract Receipts			618.83	1,180.16
Others (Includes ancilliary products)			36.53	235.57
	TOTAL :		15,875.62	20,314.36

NOTE 20 - OTHER INCOME :				
Miscellaneous Receipts			62.82	14.00
Dividend Income (Gross)			0.30	0.11
Profit on Sale of Assets			1.01	2.53
Exchange Rate Fluctuation			0.00	4.60
Interest (Gross) (TDS Rs. 4.32 lacs - Pre. Yr. Rs. 6.20 lacs)			50.84	53.60
Agricultural Income			5.00	5.00
Export Incentive/Sale of DEPB Licence			22.17	41.03
Capital Gains			-	11.26
	TOTAL :		142.14	132.13

NOTE 21 - COST OF MATERIALS CONSUMED :				
Inventories (at Commencement)			1,911.57	2,348.98
Add : Purchase (TCS Rs. 0.02 lacs - Pre. Year. Rs. 0.01 lac)			9,394.44	10,730.12
			11,306.01	13,079.10
Less: Inventories (at Close)			2,559.29	1,911.57
NET CONSUMPTION			8,746.72	11,167.53



PARTICULARS OF MATERIALS CONSUMED :

			2013 - 2014 Rs. in lacs	2012 - 2013 Rs. in lacs
Iron Scrap (incl. Pig Iron & Sponge Iron)			1,688.68	2,075.05
Steel Scrap			1,859.44	2,583.44
Steel			891.19	678.62
Coke			94.99	135.71
Other Components etc.			4,212.42	5,694.71
			8,746.72	11,167.53

**NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS
STOCK-IN-PROCESS & STOCK-IN-TRADE :**

Inventories (at Close)				
- Semi Finished goods			3,397.64	2,889.78
- Finished goods			1,268.00	868.76
- Works Contract in Progress			118.71	83.33
	(A)		4,784.35	3,841.87
Inventories (at Commencement)				
- Semi Finished goods			2,889.78	2,956.14
- Finished goods			868.76	649.38
- Works Contract in Progress			83.33	261.48
	(B)		3,841.87	3,867.00
NET (INCREASE)/DECREASE :	(A-B)		(942.48)	25.13

NOTE 23 - EMPLOYEE BENEFITS EXPENSE :

Salaries, Wages & Bonus			1,289.34	1,265.77
Directors Remuneration			153.60	161.06
Contribution to PF & FPF			47.75	50.49
Gratuity			13.55	16.48
Welfare Expenses			87.89	122.40
	TOTAL :		1,592.13	1,616.20

NOTE 24 - FINANCE COST :

Interest Expenses				
- On Bank Borrowings			1,028.11	1,196.24
- On Others			185.51	196.75
			1,213.62	1,392.99
Other Borrowing costs			201.14	148.63
	TOTAL :		1,414.76	1,541.62

NOTE 25 - DEPRECIATION & AMORTISATION EXPENSES :

Depreciation and Amortisation			643.30	645.40
Less: Transfer from Revaluation Reserve			45.09	46.68
	TOTAL :		598.21	598.72

34th Annual Report 2013-14**NOTE 26 - OTHER EXPENSES :**

			2013 - 2014	2012 - 2013
			Rs. in lacs	Rs. in lacs
Testing / Laboratory Charges			32.55	40.52
Off Loading/Contract Labour Charges			1,186.34	1,665.26
Power & Fuel			1,279.66	1,401.57
Freight/Forwarding/Handling Charges			454.52	421.24
<u>Repairs & Maintenance</u>				
Buildings	26.58			40.37
Plant & Machinery	162.19			174.69
Vehicles	60.59			65.92
Other Assets	79.02			77.90
			328.38	
Rent, Rates & Taxes			103.67	77.33
Insurance			44.25	37.61
Prining/Stationery/Postage/Telephone etc.			49.05	47.00
Legal/Professional/Consultancy Fee.			118.84	59.34
Advertisement/Sales Promotion/Subscription/Membership			104.79	87.56
Donation			1.80	1.74
Travelling & Conveyance Expenses			212.59	174.43
Commission			117.05	87.29
Payment to Auditors :				
- Audit Fees	3.75			3.75
- For Tax Audit	0.25			0.25
- Other Services	0.66			0.83
- Out of Pocket Expenses	0.05			0.05
			4.71	4.88
Sales Tax / Excise Duty / Service Tax			55.83	21.04
Miscellaneous Expenses			12.98	7.44
Bank Charges			5.05	14.45
Liquidated Damages (Net)			144.67	133.66
Exchange Rate Fluctuation/Fwd Contact Premium			71.23	125.28
		TOTAL :	4,327.96	4,766.52

NOTE 27 - CONTINGENT LIABILITIES :

			As at	As at
			31.03.2014	31.03.2013
a)	Bank Guarantees		2,275.16	2,416.18
	(Time deposits pledged with banks agst. above)		187.65	226.75
b)	Letters of Credit		2,404.39	2,509.31
c)	Excise/Service Tax matters		4.10	-
d)	Income Tax matters		1,331.56	979.27
e)	ESI Demand		10.18	-
f)	Penalties for late deliveries / liquidated damages in respect of contracts are accounted for as and when claims are received and accepted. Aggregate amount of possible claims as at the year end is not ascertained.			
g)	Pursuant to the judgement of the State Industrial Court, Raipur, on the labour case relating to strike declared in the year 1990, the Company has been directed to pay compensation to the retrenched workers amounting to Rs.82.80 lacs in total. However the company has obtained a stay against the said order from the High Court, Bilaspur vide order dated 28.11.2001, on account of a petition contending the order which is yet to be heard. Since the management is hopeful of favourable decision, no provision has been made in the accounts for the said liability of Rs. 82.80 lacs.			



NOTE 28 - INFORMATION REGARDING EXPORTS & IMPORTS & OTHER MATTERS

			2013 - 2014 Rs. in lacs	2012 - 2013 Rs. in lacs
1. Earnings in Foreign Currency :				
- FOB value of Exports			1,206.41	1,035.78
2. Value of Imports on CIF basis :				
- Raw materials & components			1.55	162.81
- Capital Goods			-	206.38
(Including under Install. & Capital Adv)				
3. Value of imported & indogenous raw material & components consumed:				
- Imported at landed cost			31.94	168.24
- Indegenously obtained			8,714.78	10,999.29
(steel castings, forgings and bought-out spares, components & stores etc.)				
Percentage to total consumption:				
- Imported			0.37%	1.51%
- Indigenously obtained			99.63%	98.49%

NOTE 29 - EXPENDITURE IN FOREIGN CURRENCY

(subject to deduction of tax where applicable)

a) Traveling Expenses			16.01	11.85
b) Export Promotion Expenses			76.71	74.14
c) Advertisement			5.27	-
d) Licence & Registration			10.06	7.06
e) Consumables /Tools & Tackles/Mc Maintenance			0.27	15.62
f) Interest			64.92	140.19
g) Contract Labour			2.72	13.55
h) Professional Service Charges			2.54	-
i) Books & Periodicals			5.85	-
j) Bank Charges			2.50	-

NOTE 30 - EARNINGS PER SHARE

Profit after Tax (Rs. in lacs)			153.32	495.54
Weighted average number of equity shares outstanding during the year.			5984200	5984200
Basic earnings per share - Rupees (face value - Rs. 10/- per share.)			2.56	8.28
Diluted earnings per share - Rupees (face value - Rs. 10/- per share.)			2.56	8.28



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NOTE 31 - RELATED PARTY DISCLOSURE

Disclosure of related party transactions as per Accounting Standard - 18.

<p>a) Related party and their relationship</p> <p>Subsidiary</p> <ul style="list-style-type: none"> - Simplex Mash LLP <p>Associates:</p> <ul style="list-style-type: none"> - Sangam Forgings Pvt. Ltd. - Prabha Plantations Pvt. Ltd. - Sim Prabha Estates & Trading Co. Pvt. Ltd. - Sim Amrit Estates & Trading Co. Pvt. Ltd. - Simplex Developers Pvt. Ltd. - SEFW Projects Pvt. Ltd. - Simplex Tefico Industries Pvt. Ltd. <p>Key Management Personnel:</p> <ul style="list-style-type: none"> - Shri Arvind Shah - Shri Ketan M. Shah - Shri Shailesh A. Shah - Shri G Gopalswamy. <p>Relatives of Key Management Personnel:</p> <ul style="list-style-type: none"> - Smt. Prabha M. Shah - Smt. Monica S. Shah - Smt. Sangeeta K. Shah - Smt. Vinoda Gopalswamy - Shri G. Praveen. 				
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(Rs. In lacs)

<u>b) Transaction with Related Parties</u>	Subsidiaries	Associates	Key Management Personnel	Relative of key Management Personnel
Sale of Goods (inclusive of sales tax)		232.25 (421.88)		
Interest Received		0.96 (14.76)		
Testing Charges Receipt		2.57 (3.58)		
Purchase of Goods		604.01 (567.45)		
Processing of Goods (expenses)		2.28 (0.28)		
Commission paid on order/sales		69.38 (72.94)		
Interest paid on loans/deposits		140.60 (136.24)	31.66 (32.86)	
Rent Paid		25.23 (21.02)		28.80 (28.80)



b) <u>Transaction with Related Parties</u>	Subsidiaries	Associates	Key Management Personnel	Relative of key Management Personnel
Hire Charges Payment		2.40 (2.40)		
Medical Aid				0.26 (0.22)
Electricity Charges				- (1.11)
Remuneration / Salary			153.59 (161.06)	15.03 (12.86)
Purchase of Fixed Assets		- (7.63)		

c) <u>Balance with Related Parties</u>	Subsidiaries	Associates	Key Management Personnel	Relative of key Management Personnel
Trade Receivables		273.84 (350.78)		3.95 (4.04)
Trade & Other Payables		307.61 (92.79)		53.63 (10.60)
Investments	0.52 (79.87)			
Loans & Advances		0.98 (25.11)		
Unsecured Loans		1187.45 (1222.63)	272.46 (254.37)	

d) Disclosure in respect of material transaction with related parties			2013 - 2014 Rs. in lacs	2012 - 2013 Rs. in lacs
Sale of good	Sangam Forgings Pvt. Ltd.		232.25	421.88
Purchase of good	Sangam Forgings Pvt. Ltd.		604.01	567.45
Loans & Advances	Sangam Forgings Pvt. Ltd.		0.98	25.11

NOTE 32 - OTHER NOTES

- a) Interest on Investments under lien & in custody of Govt. Departments and Export Incentives the quantum of which is un-ascertainable with reasonable certainty, continue to be accounted for on cash basis.
- b) As per the accounting policy followed by the company the valuation of Finished Goods is inclusive of excise duty. Accordingly the value of Finished Goods in Profit & Loss A/c include the amount of excise duty. Correspondingly the amount of such duty on finished goods has been debited to Excise Duty Expenses in the Profit & Loss A/c with an equivalent credit amount carried forward in the Balance Sheet under the head "Liability for Expenses'. As a result the effect of the same on the profit for the year is 'Nil'.
- c) On 8th July, 2011, a wholly owned subsidiary 'Simplex Mash' was registered in Temirtau city, Kazakhstan, as a Limited Liability Partnership (LLP) with an initial capital contribution of \$ 1,000 (Rs.51,820/-). Further the company has also deposited by way of transfer to a/c of Simplex Mash with Halyk Bank, Kazakhstan a sum of USD 133,232 (Rs. 72,90,526/-) during the period 2011-2013 towards Kazag Governmental expertise on further feasibility report before finalising the agreement between the LLP and the government agency. The bank balance has been included in Balance



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with Banks under Note 16 above. No further transaction has taken place and Simplex Mash is yet to commence its activity. Accordingly no other disclosure nor the consolidated balance sheet has been made.

- d) The company is moving an application with the Central Government for approval in respect of the excess managerial remuneration paid to directors for the current year amounting to Rs. 27.85 lacs (prev. year Rs.21.28 lacs), arrived at based on the limits laid down under Schedule XIII of the Companies Act, 1956 and as specified in the terms of appointment. Further, in respect of the application filed with the Central Govt. for the year 2012-13 for approval of excess amount of Rs. 21.28 lacs, the same is still pending with the appropriate authority.
- e) Pursuant to the final judgement dtd. 20.03.2013 of the Honourable High Court, Bilaspur in the case relating to levy of Terminal Tax by Municipal Corporation, Bhilai, the petition has been dismissed as withdrawn. Accordingly, the Company has made a provision for the balance 50% of the tax demand for the period from 1999-2000 to 2012-2013 amounting to Rs.27.07 lacs. For the current year 2013-14 the company has provided for the full amount of Terminal Tax amounting to 5.24 lacs. However based on the said order of the Honourable High Court, Bilaspur the company has again filed an application dtd 06.12.2013 with the Municipal Corporation, Bhilai contesting the validity of imposition of Terminal Tax which is still pending for final review by Municipal Corporation, Bhilai.
- f) Pursuant to Accounting Standard (AS) 28, as explained to us, there being no indication of impairment of assets, no loss has been recognised on this account by the company.
- g) In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The Provisions for depreciation and all known liabilities are adequate and not in excess of amount considered reasonably necessary.
- h) Trade Receivables and other debit and credit balances are subject to confirmation and reconciliation, if any.
- i) Some of the Bank Balances are subject to reconciliation and balance confirmation.
- j) Previous years figure's have been re-arranged and/or regrouped wherever necessary to conform with the classification.

In terms of our report of even date

For M/s TAUNK & SRIKANTH.
Chartered Accountants

(N. K. TAUNK)
Partner

MUMBAI
Date : 29.05.2014

For and on behalf of the Board

Ketan M Shah
Managing Director

Shailesh A Shah
Director

Monalisa Patni
Company Secretary

MUMBAI
Date : 29.05.2014

**SIMPLEX CASTINGS LIMITED**

CIN:L27320MH1980PLC067459

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

ATTENDANCE SLIP

Reg. Folio No. _____ DP ID No.* _____ Client ID No.* _____

I certify that I am a member/ proxy for the member of the company.

I hereby record my presence at the 34th Annual General Meeting of the company to be held on Monday 29th September' 2014 at 03.00 P. M. at Baba Saheb Dhaanukar hall, Maharashtra Chamber Of Commerce and Industry, Oricon House, 6th floor, 12, K. Dubhash Road, Fort, Mumbai – 400001, and at any adjournment thereof.

*Member's/ Proxy's Name in Block letters

*Member's/ Proxy's Signature

Note:

Those members who have multiple folios with different proxy/holders may use xerox copies of this Attendance Slip/Proxy.

Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.

**SIMPLEX CASTINGS LIMITED**

CIN:L27320MH1980PLC067459

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

PROXY FORM (Form No.MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014.]

Name of the member(s)(Sole /first Shareholder)	
Name of Joint Holder, if any	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	
No. of Shares held	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

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

as my/our Proxy to attend and vote (on a poll) for me /us and on my / our behalf at the 34th Annual General Meeting of the Company, to be held Monday 29th September' 2014 at 03.00 P. M. at Baba Saheb Dhaanukar hall, Maharashtra Chamber Of Commerce and Industry, Oricon House, 6th floor, 12, K. Dubhash Road, Fort, Mumbai – 400001, and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.		Vote (See Note 3)	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014		
2	Declare final dividend on equity shares for the financial year ended 31st March, 2014.		
3	Appoint a Director in place of Mr. Arvind S Shah (holding DIN 00081195), who retires by rotation and being eligible, offers himself for reappointment		
4	Appoint a Director in place of Mr. Shailesh A Shah (holding DIN 00081220), who retires by rotation and being eligible, offers himself for reappointment		
5	Appoint M/s Taunk & Srikanth, Chartered Accountants, Firm Registration No. 001524C as Statutory Auditors of the Company		
Special Businesses			
6	Ratify the remuneration of Cost Auditor M/s. Arindam & Associates		
7	Appointment of Mr. Has Mukhlal S Parikh (DIN 00127160) as Independent Director of the Company		
8	Appointment of Mr. Kisan Ratilal Choksey (DIN 00190931) as Independent Director of the Company		
9	Appointment of Mr. Rajendra A Shah (DIN 00266630) as Independent Director of the Company		
10	Appointment of Mr. Shivji R Shah (DIN 00158480) as Independent Director of the Company		
11	Appointment of Ms. Ushma Nitin Khabaria (DIN 06791342) as Independent Director of the Company		
12	Appointment of Mrs. Sangeeta Ketan Shah (DIN 05322039) as Whole Time Director of the Company		
13	Permission to make waiver application for the excess remuneration paid to Mr Arvind S Shah, Chairman		
14	Permission to make waiver application for the excess remuneration paid to Mr Ketan M Shah, Managing Director		
15	Permission under Section 180 1 (c) of the Companies Act, 2013 Borrowings of Rs 250 Crores		
16	Permission under Section 180 1 (a) of the Companies Act, 2013 for creation of Charges/ Mortgage etc		

Signed this..... day of.....2014.

Signature of Shareholder

Signature of Proxy holder(s)

NOTE:

- The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

SIMPLEX CASTINGS LIMITED

CIN:L27320MH1980PLC067459

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

BALLOT FORM

(for members who do not have access to e-voting facility)

Name of the member(s)(Sole /first Shareholder)	
Name of Joint Holder, if any	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	
No. of Shares held	

I/ We hereby exercised my/our vote(s) in respect of the resolutions to be passed for the business set out in the Notice of the 34th Annual General Meeting of the Company to be held on Monday 29th September, 2014 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

S No.		Vote (See Note 3)	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014		
2	Declare final dividend on equity shares for the financial year ended 31st March, 2014.		
3	Appoint a Director in place of Mr. Arvind S Shah (holding DIN 00081195), who retires by rotation and being eligible, offers himself for reappointment		
4	Appoint a Director in place of Mr. Shailesh A Shah (holding DIN 00081220), who retires by rotation and being eligible, offers himself for reappointment		
5	Appoint M/s Taunk & Srikanth, Chartered Accountants, Firm Registration No. 001524C as Statutory Auditors of the Company		
Special Businesses			
6	Ratify the remuneration of Cost Auditor M/s. Arindam & Associates		
7	Appointment of Mr. Hasmukhlal S Parikh (DIN 00127160) as Independent Director of the Company		
8	Appointment of Mr. Kisan Ratilal Choksey (DIN 00190931) as Independent Director of the Company		
9	Appointment of Mr. Rajendra A Shah (DIN 00266630) as Independent Director of the Company		
10	Appointment of Mr. Shivji R Shah (DIN 00158480) as Independent Director of the Company		
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15	Permission under Section 180 1 (c) of the Companies Act, 2013 Borrowings of Rs 250 Crores		
16	Permission under Section 180 1 (a) of the Companies Act, 2013 for creation of Charges/ Mortgage etc		

Place:

Date:

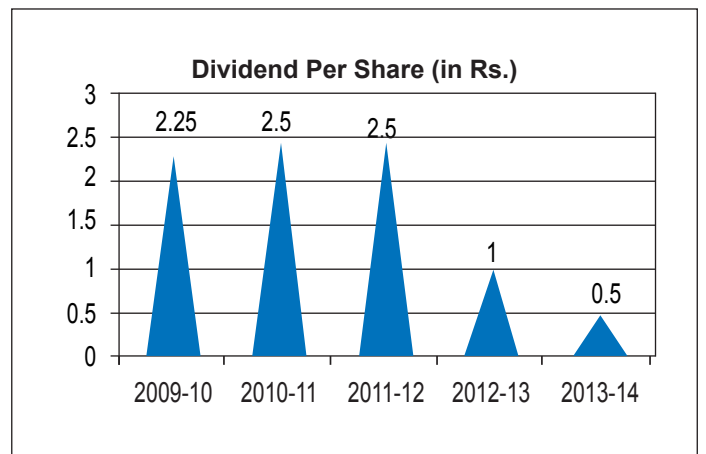
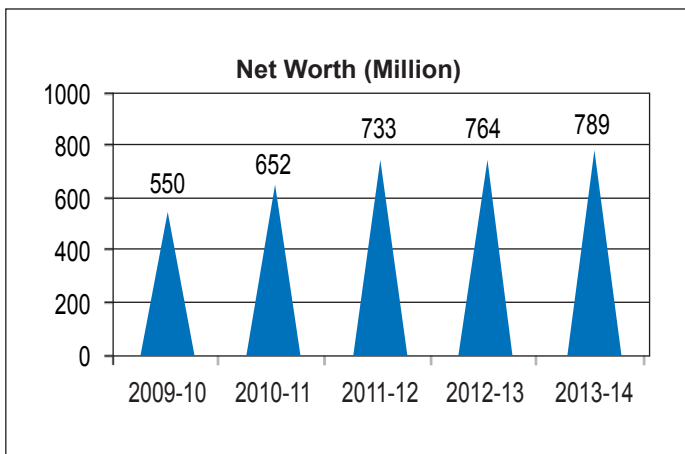
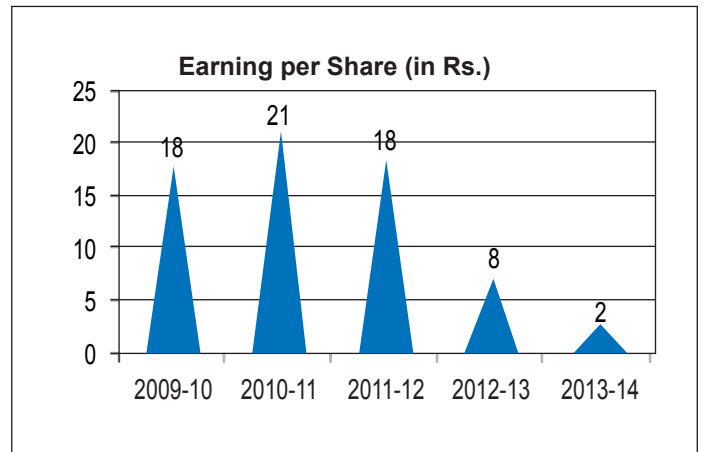
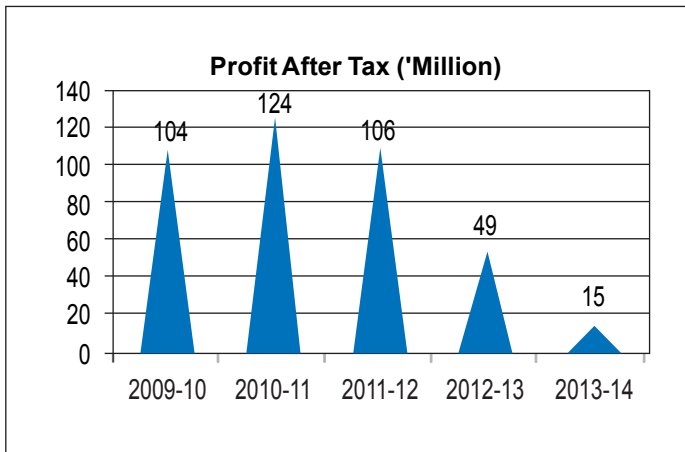
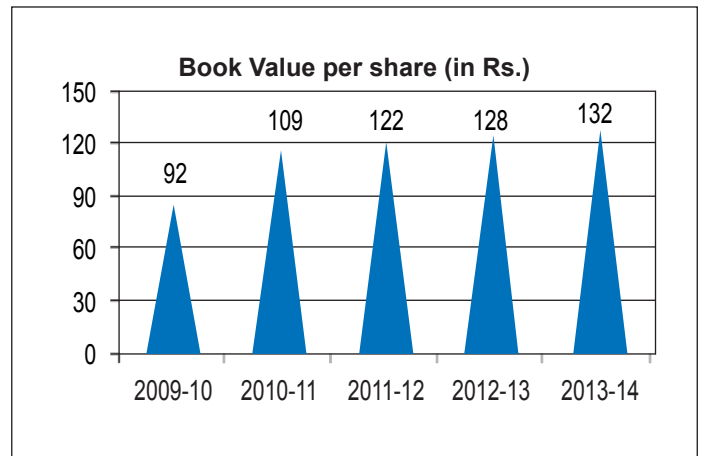
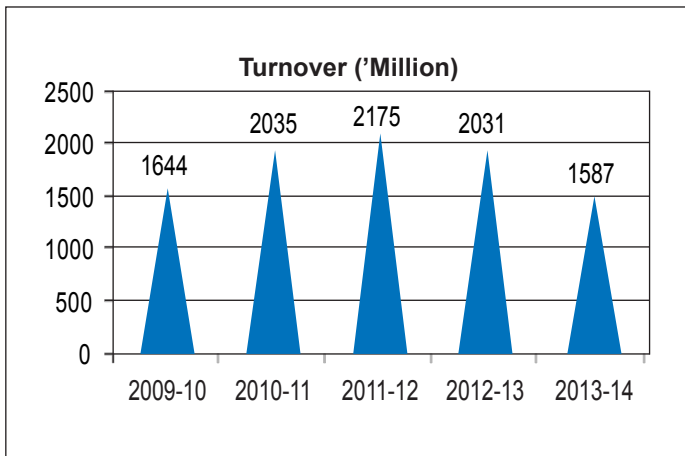
Signature of Member

Note: This ballot form is provided for the benefit of Members, who do not have access to e-voting facility.

INSTRUCTIONS:

- 1) The members may fill up this ballot form (no other form or photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz Mr. Keyul Dedhia, Practicing Company Secretary, C/o Mr. H. C Shah, Simplex Castings limited 601/602 A, Fairlink Center, Off Andheri Link Road, Andheri, (West), Mumbai -400053 (M.H.). ph # 022-40034768, so as to reach on or before 24th September, 2014. The ballot form received thereafter will be strictly treated as not received.
- 2) The right of voting by the Ballot Form shall not be exercised by proxy.
- 3) The ballot form should be signed by the Members as per the specimen signature registered with the company/the Depository. In case of joint holding, the Form should be completed & signed by the first named Member & his/her absence, by next named joint holder.
- 4) In case of shares are held by the company, trust, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the Board resolution / Authorization.
- 5) A Member can opt for only one mode of voting i.e. either through e-voting or by the Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail & the Ballot Form shall be treated as invalid.
- 6) The voting rights of member shall be in proportion to their shares of the paid up equity share capital of the Company.
- 7) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms shall be rejected. The decision of the scrutinizer on the validity of the ballot form will be final.
- 8) The Company will not be responsible, if the envelope containing the Ballot Form is lost in transit.

FINANCIAL PERFORMANCE HIGHLIGHTS





ROTARY DRUM COOLER FOR GYPSUM



If undelivered please return to:

SIMPLEX CASTINGS LIMITED

Regd. Office.: 601/602 A, Fairlink Centre,
Off Andheri Link Road,

Andheri (West), Mumbai - 400 053 (India)

Website : www.simplexcastings.com