



# Simplex Castings Ltd.

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

Phone : +91-788-4015273

Fax : +91-788-4034188

E-Mail : [cs@simplexcastings.com](mailto:cs@simplexcastings.com)

Website : [www.simplexcastings.com](http://www.simplexcastings.com)

CIN : L27320MH1980PLC067459



To,  
Shri H S Parikh,  
Dear Sir,

## YOUR APPOINTMENT AS AN INDEPENDENT DIRECTOR.

Based on the information provided by you to us, we note that you meet the criteria for your appointment as an "independent director" as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") and Clause 49 of the Listing Agreement as amended vide circular issued by Securities and Exchange Board of India Ref No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014. Pursuant to your confirmation, we are pleased to confirm that upon the recommendation of the Board of directors, the shareholders have approved your appointment as an Independent Director on the Board of the Company w.e.f. 1<sup>st</sup> Oct'14. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

You will please perform your role as an independent director and comply with provisions of all applicable laws, including the Companies Act, 2013, Clause 49 of the Listing Agreement (as amended from time to time) and Articles of Association of the Company ("AOA").

### • Appointment

Your appointment will be for an initial term of five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019 and shall take effect from 1<sup>st</sup> Oct'14, unless terminated earlier or extended, as per the provisions of this letter or applicable laws. Your re-appointment at the end of the said term shall be based on the recommendation of the Nomination Committee and subject to the approval of the Board and the shareholders. As an Independent Director you will not be liable to retire by rotation.

You will be a Chairman/ member of the following committees, constitutes as per the requirements of law from time to time:

1. Audit Committee – Member cum Vice Chairman
2. Nomination & Remuneration Committee- Member cum Vice Chairman
3. Stakeholders Relationship Committee- Member cum Vice Chairman
4. Corporate Social Responsibilities Committee- ----
5. Such other committees as may be prescribed

### • Role, duties and responsibilities:

As member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013,
- "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement,
- Accountability under the Director's Responsibility Statement,
- Overseeing the maintenance of high standards of Company values and ethical conduct of business, and reviewing the findings and monitoring the action plan,

You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in Clause 49 of the Listing Agreement.

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD ANDHERI (W), MUMBAI -53	022-40034768		<a href="mailto:schmumbai@simplexcastings.com">schmumbai@simplexcastings.com</a>
Corporate Office	: 32, SHIVNATH COMPLEX, G.E. ROAD SUPELA BHILAI - 490023 (C.G.) INDIA	0788-2290483	0788-2285664	<a href="mailto:sellho@simplexcastings.com">sellho@simplexcastings.com</a>
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	<a href="mailto:knli@simplexcastings.com">knli@simplexcastings.com</a>
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	<a href="mailto:schula@simplexcastings.com">schula@simplexcastings.com</a>
Rajnandgaon (Plant)	: 223/2.224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	<a href="mailto:sctedesara@simplexcastings.com">sctedesara@simplexcastings.com</a>



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• Sitting Fees & Reimbursement of Expenses at actual basis:

As an Independent Director you will not be paid any salary but you will be paid sitting fees for attending the meetings of the Board and the Committees of which you will be a member. The proposed sitting fees payable to you are as follows:

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

Further, the Company will reimburse to you such fare and reasonable expenditure, as you may have incurred while performing your role as an independent Director of the Company. This could include reimbursement of expenditure incurred by you for attending all types of meetings and other assignments as may be entrusted.

• Professional Conduct:

As an Independent Director, you shall uphold ethical standards of integrity and probity; and act objectively and constructively while exercising your duties; and exercise your responsibilities in a bona fide manner in the interest of the Company; and devote sufficient time and attention to your professional obligations for informed and balanced decision-making.

You will not allow any extraneous considerations that may vitiate your exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making.

You will not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person and refrain from any action that could lead to a loss of your independence; and ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly.

You will assist the Company in implementing the best corporate governance practices and provide proper co-operation assistance as and when needed by the company from your side.

Unless specifically authorised by the Company, you shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors and importers.

Your obligation of confidentiality shall survive termination or cessation of your directorship with the Company. We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on Prevention of Insider Trading Policy, prohibiting disclosure or use of unpublished price sensitive information.

Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

• Disclosures, other directorships and business interests

During the term, you agree to promptly notify the Company of any change in your directorships,

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and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.

• Resignation

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

• Company's Website

As per Clause 49 of the Listing Agreement, if applicable, this letter along with your detailed profile shall be disclosed on the website of the Company and the relevant stock exchange.

• Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours faithfully,  
For, SIMPLEX CASTINGS LTD.

(Arvind S Shah)

DIN:00081195

ADD:Bhilai

Chairman

**AGREE AND ACCEPT**

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name: H S Parikh

DIN:00127160

Place:

Date:

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Date: 29/09/2014

To,  
Shri Rajendra A Shah,

Dear Sir,

## YOUR APPOINTMENT AS AN INDEPENDENT DIRECTOR.

Based on the information provided by you to us, we note that you meet the criteria for your appointment as an "independent director" as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") [and Clause 49 of the Listing Agreement as amended vide circular issued by Securities and Exchange Board of India Ref No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014. Pursuant to your confirmation, we are pleased to confirm that upon the recommendation of the Board of directors, the shareholders have approved your appointment as an Independent Director on the Board of the Company w.e.f. 1<sup>st</sup> Oct'14. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

You will please perform your role as an independent director and comply with provisions of all applicable laws, including the Companies Act, 2013, Clause 49 of the Listing Agreement (as amended from time to time) and Articles of Association of the Company ("AOA").

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- Accountability under the Director's Responsibility Statement,
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You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section

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149(8) of the Companies Act, 2013, and duties of directors as provided in the Companies Act, 2013 (including Section 166) and in Clause 49 of the Listing Agreement.

• Sitting Fees & Reimbursement of Expenses at actual basis:

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You will not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person and refrain from any action that could lead to a loss of your independence; and ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly.

You will assist the Company in implementing the best corporate governance practices and provide proper co-operation assistance as and when needed by the company from your side.

Unless specifically authorised by the Company, you shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors and importers.

Your obligation of confidentiality shall survive termination or cessation of your directorship with the Company. We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on Prevention of Insider Trading Policy, prohibiting disclosure or use of unpublished price sensitive information.

Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

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- Disclosures, other directorships and business interests

During the term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.

- Resignation

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

- Company's Website

As per Clause 49 of the Listing Agreement, if applicable, this letter along with your detailed profile shall be disclosed on the website of the Company and the relevant stock exchange.

- Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours faithfully,  
For, SIMPLEX CASTINGS LTD.

(Arvind S Shah)  
DIN:00081195  
ADD:Bhilai  
Chairman

**AGREE AND ACCEPT**

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name:Rajendra A Shah  
DIN: 0026630  
Place:  
Date:

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Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		<a href="mailto:schmumbai@simplexcastings.com">schmumbai@simplexcastings.com</a>
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Date: 29/09/2014

To,  
Shri Shivji R Shah

Dear Sir,

## YOUR APPOINTMENT AS AN INDEPENDENT DIRECTOR.

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1. Audit Committee – Member
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You will assist the Company in implementing the best corporate governance practices and provide proper co-operation assistance as and when needed by the company from your side.

Unless specifically authorised by the Company, you shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors and importers.

Your obligation of confidentiality shall survive termination or cessation of your directorship with the Company. We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on Prevention of Insider Trading Policy, prohibiting disclosure or use of unpublished price sensitive information.

Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAJRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		<a href="mailto:scmumbai@simplexcastings.com">scmumbai@simplexcastings.com</a>
Corporate Office	: 32, SHIVNATH COMPLEX, G.E. ROAD SUPELA BHILAI - 490023 (C.G.) INDIA	0788-2290483	0788-2285664	<a href="mailto:sccho@simplexcastings.com">sccho@simplexcastings.com</a>
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	<a href="mailto:kol@simplexcastings.com">kol@simplexcastings.com</a>
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	<a href="mailto:selurla@simplexcastings.com">selurla@simplexcastings.com</a>
Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	<a href="mailto:schedesara@simplexcastings.com">schedesara@simplexcastings.com</a>





# Simplex Castings Ltd.

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

Phone : +91-788-4015273

Fax : +91-788-4034188

E-Mail : cs@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



- Disclosures, other directorships and business interests

During the term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.

- Resignation

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

- Company's Website

As per Clause 49 of the Listing Agreement, if applicable, this letter shall be disclosed on the website of the Company and the relevant stock exchange.

- Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours faithfully,  
For, SIMPLEX CASTINGS LTD.

(Arvind S Shah)  
DIN:00081195  
ADD:Bhilai  
Chairman

**AGREE AND ACCEPT**

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name: Shivji R Shah  
DIN:00158480  
Place:  
Date:

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		scmumbai@simplexcastings.com
Corporate Office	: 32, SHIVNATH COMPLEX, G.E. ROAD SUPELA BHILAI - 490023 (C.G.) INDIA	0788-2290483	0788-2285664	selho@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
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Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	scitedesara@simplexcastings.com



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Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



To,

Shri K. R. Choksey,

Dear Sir,

## YOUR APPOINTMENT AS AN INDEPENDENT DIRECTOR.

Based on the information provided by you to us, we note that you meet the criteria for your appointment as an "independent director" as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") [and Clause 49 of the Listing Agreement as amended vide circular issued by Securities and Exchange Board of India Ref No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014. Pursuant to your confirmation, we are pleased to confirm that upon the recommendation of the Board of directors, the shareholders have approved your appointment as an Independent Director on the Board of the Company w.e.f. 1<sup>st</sup> Oct'14. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

You will please perform your role as an independent director and comply with provisions of all applicable laws, including the Companies Act, 2013, Clause 49 of the Listing Agreement (as amended from time to time) and Articles of Association of the Company ("AOA").

### • Appointment

Your appointment will be for an initial term of five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019 and shall take effect from 1<sup>st</sup> Oct'14, unless terminated earlier or extended, as per the provisions of this letter or applicable laws. Your re-appointment at the end of the said term shall be based on the recommendation of the Nomination Committee and subject to the approval of the Board and the shareholders.

As an Independent Director you will not be liable to retire by rotation.

You will be a Chairman/ member of the following committees, constitutes as per the requirements of law from time to time:

1. Audit Committee – Chairman
2. Nomination & Remuneration Committee- Chairman
3. Stakeholders Relationship Committee-Chairman
4. Corporate Social Responsibilities Committee-Chairman
5. Such other committees as may be prescribed

### • Role, duties and responsibilities:

As member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013,
- "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement,
- Accountability under the Director's Responsibility Statement,
- Overseeing the maintenance of high standards of Company values and ethical conduct of business,
- Reviewing the findings and monitoring the action plan,

You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166)

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Regd. Office	601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		selmumbai@simplexcastings.com
Corporate Office	32, SHIVNATH COMPLEX, G.E. ROAD SUPELA BHILAI - 490023 (C.G.) INDIA	0788-2290483	0788-2285664	selha@simplexcastings.com
Kolkata	119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Raipur (Plant)	750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	selurla@simplexcastings.com
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Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



and in Clause 49 of the Listing Agreement.

• Sitting Fees & Reimbursement of Expenses at actual basis:

As an Independent Director you will not be paid any salary but you will be paid sitting fees for attending the meetings of the Board and the Committees of which you will be a member. The proposed sitting fees payable to you are as follows:

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

Further, the Company will reimburse to you such fare and reasonable expenditure, as you may have incurred while performing your role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by you for attending all types of meetings and other assignments as may be entrusted.

• Professional Conduct:

As an Independent Director, you shall uphold ethical standards of integrity and probity; and act objectively and constructively while exercising your duties; and exercise your responsibilities in a bona fide manner in the interest of the Company; and devote sufficient time and attention to your professional obligations for informed and balanced decision-making.

You will not allow any extraneous considerations that may vitiate your exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making.

You will not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person and refrain from any action that could lead to a loss of your independence; and ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly.

You will assist the Company in implementing the best corporate governance practices and provide proper co-operation assistance as and when needed by the company from your side.

Unless specifically authorised by the Company, you shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors and importers.

Your obligation of confidentiality shall survive termination or cessation of your directorship with the Company. We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on Prevention of Insider Trading Policy, prohibiting disclosure or use of unpublished price sensitive information.

Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

• Disclosures, other directorships and business interests

During the term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws.

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Corporate Office	: 32, SHIVNATH COMPLEX, G.E. ROAD SUPELA BHILAI - 490023 (C.G.) INDIA	0788-2290483	0788-2285664	schho@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2333805	schurla@simplexcastings.com
Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	schtedesara@simplexcastings.com



# Simplex Castings Ltd.

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E-Mail : es@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.

- Resignation

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

- Company's Website

As per Clause 49 of the Listing Agreement, if applicable, this letter along with your detailed profile shall be disclosed on the website of the Company and the relevant stock exchange.

- Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours faithfully,  
For, SIMPLEX CASTINGS LTD.

(Arvind S Shah)  
DIN:00081195  
ADD:Bhilai  
Chairman

**AGREE AND ACCEPT**

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name: K R Choksey  
DIN: 00190931  
Place:  
Date:

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Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		selmumbai@simplexcastings.com
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Website : [www.simplexcastings.com](http://www.simplexcastings.com)

CIN : L27320MH1980PLC067459



Date: 29/09/2014

To,  
Mss Ushma N Khabaria,

Dear Mam,

## YOUR APPOINTMENT AS AN INDEPENDENT DIRECTOR.

Based on the information provided by you to us, we note that you meet the criteria for your appointment as an "independent director" as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") and Clause 49 of the Listing Agreement as amended vide circular issued by Securities and Exchange Board of India Ref No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014. Pursuant to your confirmation, we are pleased to confirm that upon the recommendation of the Board of directors, the shareholders have approved your appointment as an Independent Director on the Board of the Company w.e.f. 1<sup>st</sup> Oct'14. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

You will please perform your role as an independent director and comply with provisions of all applicable laws, including the Companies Act, 2013, Clause 49 of the Listing Agreement (as amended from time to time) and Articles of Association of the Company ("AOA").

### Appointment & Re-appoint:

Your appointment will be for an initial term of five consecutive years up to the conclusion of Annual General Meeting of the Company in the calendar year 2019 and shall take effect from 1<sup>st</sup> Oct'14, unless terminated earlier or extended, as per the provisions of this letter or applicable laws. Your re-appointment at the end of the said term shall be based on the recommendation of the Nomination Committee and subject to the approval of the Board and the shareholders. As an Independent Director you will not be liable to retire by rotation.

You may elected as a Chairman/ Member of the following mentioned committees, constitutes as per the requirements of law by the Board of the directors;

1. Audit Committee –
2. Nomination & Remuneration Committee –
3. Stakeholders Relationship Committee –
4. Corporate Social Responsibilities Committee –
5. Such other committees as may be prescribed

### Role, duties and responsibilities:

As member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013,
- "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement,
- Accountability under the Director's Responsibility Statement,
- Overseeing the maintenance of high standards of Company values and ethical conduct of business and reviewing the findings and monitoring the action plan,

You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section

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Kolkata	119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	<a href="mailto:kol@simplexcastings.com">kol@simplexcastings.com</a>
Raipur (Plant)	750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	<a href="mailto:scilurla@simplexcastings.com">scilurla@simplexcastings.com</a>
Rajnandgaon (Plant)	223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	<a href="mailto:sciltedesara@simplexcastings.com">sciltedesara@simplexcastings.com</a>



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CIN : L27320MH1980PLC067459



149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in Clause 49 of the Listing Agreement.

• Sitting Fees & Reimbursement of expenses at actual basis:

As an Independent Director you will not be paid any salary but you will be paid sitting fees for attending the meetings of the Board and the Committees of which you will be a member. The proposed sitting fees payable to you are as follows:

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

Further, the Company will reimburse to you such fare and reasonable expenditure, as you may have incurred while performing your role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by you for attending all types of meetings and other assignments as may be entrusted.

• Professional Conduct:

As an Independent Director, you shall uphold ethical standards of integrity and probity; and act objectively and constructively while exercising your duties; and exercise your responsibilities in a bona fide manner in the interest of the Company; and devote sufficient time and attention to your professional obligations for informed and balanced decision-making.

You will not allow any extraneous considerations that may vitiate your exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making.

You will not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person and refrain from any action that could lead to a loss of your independence; and ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly.

You will assist the Company in implementing the best corporate governance practices and provide proper co-operation assistance as and when needed by the company from your side.

Unless specifically authorised by the Company, you shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors and importers.

Your obligation of confidentiality shall survive termination or cessation of your directorship with the Company. We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on Prevention of Insider Trading Policy, prohibiting disclosure or use of unpublished price sensitive information.

Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

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Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RINGROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	scurla@simplexcastings.com
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Website : [www.simplexcastings.com](http://www.simplexcastings.com)

CIN : L27320MH11980PLC067459

- Disclosures, other directorships and business interests

During the term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.

- Resignation

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

- Company's Website


As per Clause 49 of the Listing Agreement, if applicable, this letter shall be disclosed on the website of the Company and the relevant stock exchange.

- Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

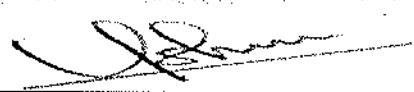
We thank you for your continued support and commitment to the Company.

Yours faithfully,  
For, SIMPLEX CASTINGS LTD.

  
(Arvind S Shah)  
DIN:00081195  
ADD:Bhilai  
Chairman

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

  
Name: Ushma N Khabaria  
DIN: 06791342  
Place:  
Date:

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		<a href="mailto:scimumbai@simplexcastings.com">scimumbai@simplexcastings.com</a>
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