



## SIMPLEX CASTINGS LIMITED

(CIN: L27320MH1980PLC067459)

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

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

E-mail ID: [cs@simplexcastings.com](mailto:cs@simplexcastings.com), Website: [www.simplexcastings.com](http://www.simplexcastings.com)

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### Postal Ballot Notice

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

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively ("**MCA Circulars**"), in view of the COVID-19 pandemic (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions, as the case may be, by way of postal ballot. Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('**Notice**').

In terms of the requirements specified in the MCA Circulars, Simplex Castings Limited ('**Company/SCL**') is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('**CDSL**') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.simplexcastings.com](http://www.simplexcastings.com). Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on 19<sup>th</sup> May, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

## **SPECIAL BUSINESS:**

### **ITEM 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF CHHATTISGARH.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from 601/602A, Fairlink Center, Off Andheri Link Road, Andheri (W) Mumbai (M.H)- 400053 in the “State of Maharashtra” to Plot No 32, Second Floor , Shivnath Complex , G E Road , Supela , Bhilai (C.G)-490023 in the “State of Chhattisgarh” .

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, Western Region, Mumbai, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the “State of Maharashtra” to the “State of Chhattisgarh” and that, the Clause II of the Memorandum of Association of the Company be read as follows:

II The Registered Office of the Company will be situated in the State of Chhattisgarh.

**RESOLVED FURTHER THAT** Mrs. Sangeeta Ketan Shah, Managing Director of the Company, Mr. Avinash Hariharo, Chief Financial Officer and Mrs. Pooja Jethmal, Company Secretary of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including execution/signing/filing of necessary forms/documents/affidavits/indemnity/undertakings/declarations as may be required, from time to time”.

### **ITEM 2: APPOINTMENT OF MR. SAJAL GHOSH ((DIN: 10045814) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**“RESOLVED that** in accordance with the applicable provisions of the Companies Act, 2013, and other applicable regulatory provisions {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} for the appointment of Mr. Sajal Ghosh (DIN:10045814) as an Whole Time Director of the Company for a period of Five years w.e.f 22<sup>nd</sup> February, 2023 to 21<sup>st</sup> February ,2028 and who was appointed as an Additional Director by the Board in its meeting held on February 22, 2023 under section 161 of the Companies Act, 2013 , be and is hereby appointed, as a Whole Time Director designated as Executive Director on the Board of Directors of the

Company, the period of whose office shall be liable to retire by rotation, on the terms and conditions and remuneration as approved by the Board.”

By order of the Board of Directors

Place: Bhilai  
Date: 15.04.2023

Simplex Castings Ltd.

sd/-  
(Pooja Jethmal)  
Company Secretary

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI LODR Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out in Item No. 1 & Item No. 2 of this Postal Ballot Notice, is annexed herewith. Further, brief resume of the Director seeking appointment, in terms of Regulation 36 of SEBI LODR Regulations and Secretarial Standard-2, are also annexed hereto.

2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 11/2022 dated December 28, 2022 and other relevant circulars (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India (MCA), the Company is permitted to conduct the postal ballot process through electronic form.

3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 14.04.2023 i.e. "cut-off date". The Postal Ballot Notice is being sent in electronic form to Members, who have registered their email addresses with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding).

4. In compliance of the MCA Circulars referred above, Regulation 44 of SEBI LODR Regulations read with SEBI Circular dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of M/s Central Depository Services (India) Limited ("CDSL").

5. The remote e-voting period shall commence on Thursday, 20.04.2023 (09:00 hours) India Standard Time (IST) and end on Friday, 19.05.2023 (17:00 hours) (IST), both days inclusive. Members holding equity shares of the Company as on the Cut-off Date i.e., 14.04.2023 ("Eligible Members") shall be entitled to exercise their voting rights through remote e-voting on the resolution set out in this Notice. In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).

6. The voting rights of eligible members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

7. SEBI, vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile number, Bank Account details, Specimen signature and Nomination by holders of physical securities. Effective January 1, 2022, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios. Further, if any one of the cited documents/ details as enunciated in the said circular are not registered with the Company/ RTA within March 31, 2023, such folios shall be frozen by the Company/Registrar and Share Transfer Agents of the Company (RTA).

8. Members who have not yet registered their email addresses, are requested to register/update their email address with their respective Depository Participants (in case of shares held in electronic form) or by sending a request through e-mail to Company's Registrar and Transfer Agent i.e. M/s Link Intime (India) Pvt Ltd. (LIPL), Mumbai quoting their folio number at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). (in case of shares held in physical form), in order to get documents / information about the Company promptly.

9. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. The voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on 14.04.2023 (cut-off date). A person who is not a member on the relevant date should treat this notice for information purpose only.

10. This Postal Ballot Notice will also be available on the website of the Company [www.simplexcastings.com](http://www.simplexcastings.com) as well as the relevant section(s) on the websites of Stock Exchanges where the Equity Shares of the Company are listed i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and also on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)), i.e., the agency providing the remote e-voting services.

11. Voting being done on electronic platform only, a member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

12. It is clarified that if a Shareholder fails to provide or update relevant email ID to the Company/RTA or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at [www.simplexcastings.com](http://www.simplexcastings.com) and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

13. The manner of e-voting by (A) individual shareholders holding shares in demat mode, (B) shareholders other than individual shareholders holding shares in demat mode and (C) shareholders holding shares in physical mode, is appearing under "**INSTRUCTIONS FOR E-VOTING**" in this Notice. Members are requested to carefully read all the instructions given in the Postal Ballot Notice.

14. Members are requested to record their ASSENT (For) or DISSENT (Against) on the resolution set out in this Postal Ballot Notice through remote e-voting, not later than 17:00 hours (IST) on Friday, 19.05.2023, after which the remote e-voting shall not be allowed by CDSL.

15. The Board of Directors of the Company has appointed Mrs. Meena Naidu of M/s Meena Naidu & Associates, Practicing Company Secretary, Bhilai (CP No. 23853 & Membership No. A28193) as Scrutinizer for conducting this Postal Ballot process through electronic means/remote e-voting in accordance with the law in fair and transparent manner.

16. The Scrutinizer will submit her report to the Chairman of the Company after the completion of scrutiny. Based on the report of the Scrutinizer, the result of the e-voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized within the prescribed time as per statutory provisions and will be displayed on the website of the Company at [www.simplexcastings.com](http://www.simplexcastings.com) and will also be communicated to the Stock Exchanges i.e. BSE and website of e-voting service provider (CDSL).

17. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., 19.05.2023. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members.

18. Corporate Members/ Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [cscmameena@gmail.com](mailto:cscmameena@gmail.com).

19. In case of any queries/grievances, in relation to conduct of this postal ballot process, members may contact Registrar and Transfer Agent (RTA) i.e. M/s Link Intime (India) Pvt Ltd. (LIPL), email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), or email to company secretary of the Company at [cs@simplexcastings.com](mailto:cs@simplexcastings.com) or Contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**20. Process to cast votes through remote e-voting:**

In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(I) Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(II)** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(III) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cscmameena@gmail.com](mailto:cscmameena@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(IV ) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(V) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

(VI) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

## **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

### **Item No. 1:**

Presently, Registered Office of the Company is situated in the State of Maharashtra at 601/602A, Fairlink Center, Off Andheri Road, Andheri (W), Mumbai-400 053 and Corporate Office of the Company is situated at Plot No. 32, Shivnath Complex, GE Road, Supela, Bhilai in the state of Chhattisgarh. Majority of the administration and allied operations of the Company are carried out at Corporate Office only. The Majority of Employees works from the Corporate office only.

In view of the above, the Board of Directors of the Company through its circular resolution dated 13<sup>th</sup> April, 2023 has approved to shift the Registered Office of the Company from the “State of Maharashtra” to the “state of Chhattisgarh” considering, inter alia, the following reasons:

- a) To exercise the better administrative and economic control over the Company;
- b) To increase operational and management efficiency;
- d) To integrate business functions, and optimization of administrative expenses.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders. In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association (“MOA”) requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director). Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Maharashtra to the state of Chhattisgarh and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the state of Chhattisgarh.

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Sunday till the last date of Remote e-voting i.e Friday, 19<sup>th</sup> May, 2023. Members who wish to inspect the documents are requested to send an e-mail to [cs@simplexcastings.com](mailto:cs@simplexcastings.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard. The Board of Directors recommends the resolution set forth in item no. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

### **Item No. 2:**

Members are informed that consequent to resignation of Mr. Om Prakash Patel from the position of Director w.e.f. February 11, 2023, the Board of Directors of the Company at its meeting held on 22<sup>nd</sup> February, 2023, based on the recommendations of the Nomination and Remuneration Committee (“NRC”) of the Company, had approved the appointment of Mr. Sajal Ghosh as an Additional Director of the Company with effect from February 22, 2023 under the provisions of section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) subject to approval of the members of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Sajal Ghosh will hold office upto the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting of the

Company should have been held, whichever is earlier. However, in terms of Regulation 17(1)(c) of Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board is of the Opinion that with the help of decision-making skills of Mr. Sajal Ghosh and his strong ability to solve complex company problems using excellent judgment will drive the organization to be more customer centric and accessible. He is associated with the Company since last 26 years and having vast experience and skills in the field of Marketing. Mr. Sajal Kumar Ghosh is not related to any of the Directors of the Company and it is further affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has received a notice in writing from a member, in terms of Section 160 of the Act, proposing the appointment of Mr. Sajal Ghosh as a Director of the Company. A brief profile and additional details of Mr. Sajal Ghosh required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), is given in Annexure to this Notice.

The Remuneration Payable to Mr. Ghosh has already been approved by the Nomination & Remuneration Committee & subsequently by the Board of Directors in its Meeting held on the 22<sup>nd</sup> Feb, 2023. Therefore the Board proposes to seek for the appointment of Mr. Sajal Ghosh as a Whole Time Director designated as Executive Director on the Board of Directors of the Company for a period of Five years w.e.f February 22, 2023 to February 21, 2028, the period of whose office shall be liable to retire by rotation, on the terms and conditions and remuneration as approved by the Board.”

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 2 of the notice.

Except Mr. Sajal Ghosh, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Place: Bhilai  
Date: 15.04.2023

By order of the Board of Directors  
For and on behalf of Simplex Castings Ltd.

Sd/-  
(Pooja Jethmal)  
Company Secretary

**Brief Profile of Appointee:**

Particulars	Mr. Sajal Ghosh
DIN	10045814
Qualification and Experience	Mr. Sajal Kumar Ghosh has completed his graduation in Mechanical stream And Metals. He is associated with the Company since last 26 years and having vast experience and skills in the field of Marketing. Presently, he has been designated as Senior General Manager in Marketing Department.
Date of Birth (Age)	17.11.1973
Terms and Conditions of Appointment/ Reappointment	As approved by Board
Date of first Appointment to Board	22.02.2023
Disclosure of Relationship with other Directors	Mr. Sajal Kumar Ghosh is not related to any of the Directors of the Company and it is further affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
Details of Remuneration sought to be paid and remuneration last drawn	Rs 80,000 P.M (Including all perquisites)
Shareholding in the Company (as on 31 <sup>st</sup> March, 2023)	NIL
No. of Board Meetings attended during the year	NIL
Directorship of other Board	NIL
Membership/ Chairmanship of Committees of other Board (s)	NIL