



## SIMPLEX CASTINGS LIMITED

(CIN: L27320MH1980PLC067459)

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

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

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

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### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of The 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, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 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 8<sup>th</sup> February, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

**SPECIAL BUSINESS:**

**ITEM 1: APPOINTMENT OF MR. SHAILESH JAIN (DIN: 02753322) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule IV thereto and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or reenactment thereof, for the time being in force), Mr. Shailesh Jain (DIN: 02753322), who was appointed as an Additional Director (Independent) of the Company w.e.f. 11<sup>th</sup> November, 2023 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company in terms of Section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 11<sup>th</sup> November, 2023 to 10<sup>th</sup> November, 2028.

**RESOLVED FURTHER THAT** the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

Place: Bhilai  
Date: 28.12.2023

By order of the Board of Directors

Simplex Castings Ltd.

sd/-  
(Sangeeta Ketan Shah)  
Managing Director

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 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. 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 29.12.2023 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).

3. 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”).

4. The remote e-voting period shall commence on Wednesday, 10.01.2024 (09:00 hours) India Standard Time (IST) and end on Thursday, 08.02.2024 (17:00 hours) (IST), both days inclusive. Members holding equity shares of the Company as on the Cut-off Date i.e., 29.12.2023 (“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).

5. 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.

6. 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.

7. 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 29.12.2023 (cut-off date). A person who is not a member on the relevant date should treat this notice for information purpose only.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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).

14. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., 08.02.2024. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members.

15. 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).

16. 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.

## INSTRUCTIONS FOR E-VOTING

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, 10.01.2024 at 9.00 AM (IST) and ends on Thursday, 08.02.2024 at 5.00 PM (1ST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29<sup>th</sup> December, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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.

Pursuant to abovesaid SEBI Circular, 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> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl 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.</li> <li>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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a</li> </ol>

	<p>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

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Simplex Castings Limited> on which you choose to vote.



- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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; cs@simplexcastings.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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.

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

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:**

Members may note that the Board of Directors of the Company upon the recommendation of Nomination and Remuneration Committee, have appointed Mr. Shailesh Jain (DIN: 02753322) as an Additional Director (Independent) w.e.f. 11th November, 2023, for the first term of five consecutive years subject to the approval of Shareholders. Pursuant to Regulations 17(1C) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Mr. Shailesh Jain shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier.

Mr. Shailesh Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013, (“the Act”) and has given his consent to act as a Director. Mr. Shailesh Jain is not debarred from holding the office of Director, pursuant to Securities and Exchange Board of India’s order or any other authority. The Company has received a declaration from Mr. Shailesh Jain that he meets the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Shailesh Jain fulfills the conditions for appointment as an Independent Director specified in the Act and rules made thereunder and the Listing Regulations. Mr. Shailesh Jain is independent to the management. The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Shailesh Jain.

The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act. The Board evaluated the performance of Mr. Shailesh Jain on the basis of criteria laid down in the Nomination and Remuneration Policy of the Company and expressed their satisfaction for his appointment as an Independent Director of the Company.

The resolution seeks the approval of members for appointment of Mr. Shailesh Jain as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. 11<sup>th</sup> November, 2023 upto 10<sup>th</sup> November, 2028.

The Board was satisfied that the appointment of Mr. Shailesh Jain is justified due to the following reasons:

- Mr. Shailesh Jain is highly experienced Chartered Accountant with a decade of dedicated service in the fields of auditing and accounting
- Mr. Shailesh Jain has a proven track record in conducting comprehensive financial audits for a wide range of clients, including businesses of varying sizes and industries
- His expertise ensures the accuracy and reliability of financial statements.
- He has a deep understanding of accounting principles and standards

Further, Mr. Shailesh Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Shailesh Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Shailesh Jain has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Simplex Castings Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company therefore the Board, recommend the passing of the Special Resolution as set forth in Item no. 1 of this Notice.

A copy of the draft letter for the appointment of Mr. Shailesh Jain as an independent director setting out the terms and conditions is available on the website of the Company for inspection during e-voting period.

Details of Mr. Shailesh Jain are provided in the “Annexure - A” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Mr. Shailesh Jain is concerned or interested in the resolution no 1 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Place: Bhilai  
Date: 28.12.2023

By order of the Board of Directors

Simplex Castings Ltd.

sd/-  
(Sangeeta Ketan Shah)  
Managing Director

**Brief Profile of Appointee:**

Particulars	Mr. Shailesh Jain
DIN	02753322
Qualification and Experience	<p>Mr Shailesh Jain holds the prestigious title of Fellow Member at ICAI. He completed his undergraduate degree in commerce at Pt. Ravishankar Shukla University, Raipur (CG), where he ranked second in the University merit list. Furthermore, he obtained a bachelor's degree in Law and Legislation from the same university. As part of his ongoing education, he successfully completed the DISA and a Certificate Course on Cooperatives through ICAI.</p> <p>With over 31 years of post-qualification experience, he specializes in various professional areas, including Accounting, Taxation, Corporate Law, Management, and Project Consulting. Currently, he serves as a senior partner at Khicha and Prabu Kesavan, Chartered Accountants, located in Coimbatore (T.N.). Additionally, he acts as a consulting CA with SMR and Co., Chartered Accountants, based in Bhilai (C.G.).</p> <p>His involvement in professional organizations extends to his role as the former chairman of the News Letter committee at the Bhilai Branch of CIRC within ICAI. He has also served as the vice chairman of Durg Bhilai Junior Chamber and actively participates as a member of the Rotary Club of Bhilai Greater, Bhilai.</p>
Date of Birth (Age)	04.12.1966
Terms and Conditions of Appointment/ Reappointment	Not liable to retire by rotation and Appointment as an Independent Director for a period of 5 consecutive years effective from November 11, 2023 to November 10, 2028
Date of first Appointment to Board	11.11.2023
Disclosure of Relationship with other Directors	Mr. Shailesh Jain 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	The Independent Director shall be paid remuneration by way of sitting fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

Shareholding in the Company (as on 28.12.2023)	NIL
No. of Board Meetings attended during the year	NIL
Directorship of other Board	1. JLKS foods private limited 2. Lodha business consultants private limited 3. SMR Consultants Limited
Membership/ Chairmanship of Committees of other Board (s)	NIL