

NOTICE

Notice is hereby given that the Thirty fifth Annual General Meeting of the members of Simplex Castings Limited will be held on Wednesday, 23rd September, 2015 at 3.00 p.m. at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon House, 6th Floor, 12 K. Dubhash Marg, Fort, Mumbai- 400 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March ,2015 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangeeta K Shah (DIN-05322039), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s Taunk & Srikanth, Chartered Accountants having firm Registration No. 001524C be and are hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of the Directors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and rules thereof (including any statutory modification(s) or re-enactment thereof for time being force) the remuneration of Rs.2,00,000/- (Rupees Two Lakh Only) plus reimbursement of out of pocket expenses at actual basis to be paid to M/s. Arindam & Associates, (Cost Accountants) Raipur, Cost Auditors for the conduct of the cost audit of the Company for the Financial Year 2015-16 as recommended by the Board of the Directors, be and is hereby ratified.”

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 (“The Act”) read with Schedule V to the Act and the Companies (Appointment and

Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the members be and is hereby accorded to the reappointment of Mr. Ketan M Shah (DIN:00312343) as Managing Director for a period of 5 years w.e.f. 10.07.2015, at a remuneration set out in the agreement placed before the meeting and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed by the Board and Mr. Ketan M Shah but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable.”

6. To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 152,161 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr Piyush Pravinchandra Shah(DIN-00199205),who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th May, 2015 and who holds office as such upto this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr Piyush Pravinchandra Shah, as a candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to sections 196 , 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment & Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to the appointment of Shri Piyush Pravinchandra Shah (DIN: 00199205),as a Whole time Director of the Company designated as Executive Director for a period of Five years with effect from 3rd August, 2015 on the terms and conditions agreed between the Board and Mr Piyush Pravinchandra Shah.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be, proper, desirable or expedient.”

7. To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION.**

“**RESOLVED THAT** pursuant to provisions of Sections 196 , 197, 203 and other applicable provisions if any, of the Companies Act, 2013 (“The Act”) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded to the reappointment and continuation of employment of Mr. G Gopalswamy (DIN:02101651) ,who will attain the age of seventy years on 22.11.2016 as Whole Time Director (Maintenance & Operation) designated as Executive Director for a term of Five Years with effect from 10th July 2015 and continue to receive remuneration as per the existing term with the company at Rs. Two Lacs per month along with the perquisites.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper expedient to give effect this resolution.”

By order of the Board of Directors
For, Simplex Castings Limited

D. Meena
Company Secretary and
Compliance Officer

Registered office
601/602A, Fairlink Centre
Off Andheri Link Road,
Andheri (W), Mumbai-400 053.

Date: 03.08.2015
Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and the proxy/proxies need not be a member of the Company.
2. A person cannot represent as a proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable, authorizing their representative to attend and vote at the Annual General Meeting. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting is annexed hereto.
5. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
6. The Register of Members and Share Transfer Books of the Company will be closed from 17th September, 2015 to 23rd September, 2015 (both days inclusive).
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
8. Pursuant to provisions of Section 205A & 205C of the Companies Act, 1956, the Company has transferred an amount of Rs 2,91,965/-(2007-08) the unpaid or unclaimed dividends to the Investor Education & Protection Fund (IEPF) set up by the Central Government.

Further unclaimed dividend for the year(s) 2008-09, 2009-10,2010-11, 2011-12, 2012-13 and 2013-14 are held in separate bank accounts and shareholders who have not received the dividend/ encashed the warrants are advised to write to the Company/RTA with complete details.

9. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of Annual Report to the Meeting along with the attendance slip. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
10. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect to shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the Registrar and Share Transfer Agent (RTA) of the Company. Further, members desirous of cancelling / varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company. These forms will be made available on request.
11. Pursuant to section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other Communications through electronic mode to those members who have registered their email address either with the Company's Registrar and Transfer Agents or with the Depository.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other Communication from the Company electronically.
13. The notice of Annual General Meeting, Annual Report and Attendance slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participants unless the members have registered their request for a hard copy of the same. Physical copy of the notice of Annual General Meeting, Annual Report and Attendance slip are being sent to those members who have not registered their e-mail IDs with the Company or depository participant(s). Member who have received the notice of Annual General Meeting, Annual Report and Attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the Annual General Meeting.

14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business

may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL): The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 20th September 2015 from 9.00 a.m. and ends on Tuesday, 22nd September 2015 at 5 p.m. 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 16th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
The Board of Directors of the Company has appointed Mr Dhawal Gadda of Dhawal Gadda & Co, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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.

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

Note:**ANNEXURE TO THE NOTICE**

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

ITEM NO.2:

At the ensuing Annual General Meeting, Mrs. Sangeeta K Shah shall retire by rotation and being eligible, offers herself for re-appointment. Pursuant to clause 49 of the Listing Agreement, the particulars of Mrs. Sangeeta K Shah is given below:

Mrs. Sangeeta K Shah, aged 38, joined Simplex Castings Limited as Whole Time Director of the company effective from 1st October 2014. Before joining the Board, she has been associated with the Company for five years and heading the HR Department of one of the Units of the Company.

Mrs. Sangeeta K Shah holds 2025 Equity shares in the Company.

Mrs. Sangeeta K Shah is Director in one public Company that is Hem Holding & Tradings Limited and three private Companies of which names are mentioned below:

- Ssquare Corporate Consultants Pvt. Ltd.
- Prabha Plantation Pvt. Limited
- Sim Prabha Estates & Trading Co Pvt. Limited

Except Mrs. Sangeeta K Shah and her relatives, none of the Directors, Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

- (B) Statement pursuant to Section 102(1) of Companies Act, 2013, in respect of special businesses as set out in the Notice and details pursuant to clause 49 of the listing agreement:

ITEM NO. 4:

The Board, on the recommendation of Audit Committee, has approved the re-appointment of M/s Arindam & Associates, cost Accountants as cost Auditor at a remuneration of Rs 2,00,000/- (Rupees Two Lacs only) per annum plus out of pocket expenses at actual basis, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2016.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly consent of the members is sought for passing an Ordinary Resolution as set out at item no 4 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March 2016.

None of the Directors, Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

ITEM NO. 5:

Mr. Ketan M Shah holds a Bachelor of Engineering (Mechanical) degree from the Madhav Institute of Technology and Science, Gwalior (M.P.), and a postgraduate degree in business management from the University of Florida, specializing in marketing.

He has twenty one years of vast experience in Marketing and production functions.

He has been on the Board of Directors of the Company as an Executive Director since March 12, 1993 and appointed as Managing Director of the Company on 10th July 2010 for a period of Five years which expired on 9th July 2015.

Considering the qualifications and experience in managing affairs of the Company, the Nomination and Remuneration Committee has recommended the re-appointment of Mr Ketan M Shah as Managing Director of the Company for another period of five years from 10th July 2015 subject to approval of the Shareholders in the next Annual General Meeting.

The Board of Directors of the Company, at its meeting held on 28th May, 2015 has, subject to approval of members, re-appointed Mr Ketan M Shah as Managing Director, for a further period five years from the expiry of his present term, which expired on 9th July 2015.

He will be paid remuneration and perquisites as recommended by the Nomination and Remuneration Committee as detailed below, within the limits prescribed under section 196,197,198 and schedule V and other applicable provisions of the Companies Act, 2013:

1. Rs 3,75,000/- per Month as basic salary.
2. Commission at 0.25% (point two five percent)of the net profits calculated in accordance with Section 196, 197, 203 and Schedule V of the Companies Act, 2013 subject to ceiling of Rs 5,00,000/- per annum.
3. Perquisites:
Perquisites listed under Part "A" below will be restricted to the annual salary as above or such higher limit as the Companies Act, 2013 may permit.

Part A:-

- i) Housing including gas, electricity, water and furnishings (non-interchangeable)
 - a) The expenditure by the Company for hiring accommodation, if necessary, will be Subject to 50% of Salary over and above 10% payable by the Director himself.
 - b) The expenditure incurred by the Company on gas, electricity, water and furnishings will be evaluated as per the Income Tax Rules, 1962. This will however be subject to a ceiling of 10% of the Salary of the Director.
 - c) Where accommodation is owned by the Company: Shri Ketan M. Shah shall pay to the Company by way of rent 10% of salary. Whenever, Company does not provide accommodation, House Rent Allowance may be paid in accordance with (a) above.
- ii) Medical Benefits: For self and family, reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three months salary in a block of three years.
- iii) Leave Travel Concession: For self and family once a year in accordance with the rules of the Company.
- iv) Club Fees: Subject to a maximum of two clubs provided that no life membership or admission fee is paid.
- v) Personal Accident Insurance: An amount, the annual premium of which does not exceed Rs.50000/- per annum.

Part B:-

Item (vi), (vii) and (viii) listed below will not be considered or included for the computation of ceiling or perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

- vi) Company's contribution towards Provident Fund subject to a ceiling of 12% of the Salary or such other percentage that may be prescribed by Government from time to time.
- vii) Company's contribution towards Pension/ Superannuation Fund subject to an overall ceiling for (vi) &(vii) of 25% of the salary as laid down in the Income Tax Rules, 1962 (The overall ceiling referred to above will be non inter- changeable).
- viii) Gratuity is payable in accordance with an approved Fund which does not exceed one half month's salary for each complete year of service subject to ceiling of Rs.10,00,000/-.

Part C:-

- ix) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephones and use of car for private purpose shall be billed to the Director.
- x) Earned / Privileged leave of full pay and allowances will be as per rules of the Company but not more than one month's leave for every eleven months of service. However, Leave accumulated but not availed of will not be allowed to be encashed.
- xi) The Director and the Company shall have the right to terminate the agreement by giving the other party six months clear notice in writing.
- xii) If the tenure of his Office is determined by any reason whatsoever before the expiration of the agreement, he shall be entitled to compensation for loss of Office for the unexpired residue of his term or for three years whichever is shorter calculated on the basis of average remuneration actually earned by him during the three years or lesser period as above, immediately preceding the date on which he ceases to hold Office.

In case of adequate profits, the Company may pay remuneration to the Managing Director in accordance with the provisions of section 198 read with all other applicable provisions of the Companies Act, 2013.

MINIMUM REMUNERATION

Notwithstanding anything hereinabove stated, where in any financial year during the tenure as Managing Director, the Company has no profits or its profits are inadequate, Mr. Ketan M Shah shall be paid remuneration by way of salary, allowances and perquisites not exceeding the maximum limits as prescribed under Schedule V to the Companies Act, 2013 as amended from time to time.

The remuneration as proposed is within the applicable limits under Schedule V to the Companies Act, 2013.

As on the date of this notice, except for his directorship on the Board of the Company, Mr. Ketan M Shah is a Director in following companies:

- Sim Prabha Estates & Trading Co Pvt Ltd
- Prabha Plantations Private Limited
- SEFW Projects Private Limited
- Hem Holding & Trading Limited

Except Mr Ketan M Shah and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

ITEM No.6:

The Board of Directors at their meeting held on 28th May, 2015 has appointed Mr. Piyush P Shah (DIN-00199205), as an Additional Director of the Company and who hold office as such upto this Annual General Meeting. In this respect, the Company has received notice from Member under Sec. 160 of the Companies Act, 2013 Signifying his intention to propose Mr. Piyush Shah, as a candidature for the office of directors of the Company, liable to retire by rotation.

Further, after recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr Piyush Pravinchandra Shah (DIN-00199205) as Whole Time Director of the Company designated as Executive Director for a period of Five years in their meeting held on 3rd August, 2015 subject to approval of Members in the Next Annual General Meeting.

A brief profile of Mr Piyush Shah:

Mr Piyush P Shah, aged, 55 has graduated from Jabalpur University and has around Thirty three years of work Experience in various projects. He has joined Simplex Group of Industries in year 1982 as Regional Manager (Mktg) in Eastern Zone and attended job at Vizag, Bhilai and Kolkata .He has been designated as Executive Director (project) in Simplex Group company since 1992. In his leadership the following projects were executed successfully.

- I. SGP-IV,SAIL/Bokaro Steel Plant
- II. SISCOIL, Construction of Blast Furnace
- III. Sinter Plant-II SAIL/Rourkela Steel Plant
- IV. HSM,SAIL/Bokaro Steel Plant
- V. Kiw, Up gradation of Blast Furnace
- VI. Sinter Plant-III SAIL/ Bhilai Steel Plant
- VII. TLC project, SAIL/Rourkela Steel Plant

Mr Piyush P Shah is Director in two private companies which are Simplex Developers Pvt Limited and SEFW Projects Pvt Limited.

Except Mr. Piyush P Shah, who is interested in the matters relating to his appointment and extent to his shareholding, none of the Directors, Key Managerial Personnel and their relatives are interested in this resolution.

The Board commends the Resolution for approval of the Members.

ITEM NO 7:

Mr G Gopalswamy (DIN: 02101651), aged 69, is B.E (Mechanical) & PGDIM and has around Forty Five years of work experience in Iron & Steel sector. He is also a fellow of Institute of Engineers.

He is also director in Dayal Agro organic private Limited. Considering the qualifications and experience, the Nomination and Remuneration Committee has recommended the re-appointment of Mr G Gopalswamy (DIN:02101651) ,who will attain the age of seventy years on 22.11.2016 as Whole Time Director (Operation and Maintenance)designated as Executive Director of the Company and continue to employment for another period of five years from 10th July 2015 and continue to receive remuneration as per the existing terms with the company at Rs. Two lakh per month along with the perquisites subject to approval of the Shareholders in the next Annual General Meeting.

The Board of Directors of the Company, at its meeting held on 28th May,2015 has, subject to approval of members, re-appointed Mr G Gopalswamy as Whole Time Director (Operation and Maintenance), for a further period of five years from the expiry of his present term, which expired on 9th July 2015.

None of Director, Key Management Personnel and their relatives except Mr G Gopalswamy is interested or concerned in this resolution

The Board commends the Resolution for approval of the Members.

By order of the Board of Directors
For, Simplex Castings Limited

D. Meena
Company Secretary and
Compliance Officer

Registered office
601/602A, Fairlink Centre
Off Andheri Link Road, Andheri (W)
Mumbai-400 053

Date: 03.08.2015
Place: Mumbai