Simplex Castings Limited

(CIN: L27320MH1980PLC067459)

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

E-mail: cs@simplexcastings.com ; Phone: 0788-2290484

Website: - www.simplexcastings.com

Notice is hereby given that the 01/2025-26 Extra Ordinary General Meeting ("EGM") of the members of **Simplex Castings Limited** (CIN: L27320MH1980PLC067459) will be held on Saturday, 21st June, 2025 at 2.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without physical presence of the members at a common venue, to transact the businesses as set out in this notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company situated at 601/602 A, Fairlink Centre, Off. Andheri Link Road, Andheri (West), Mumbai, Maharashtra, 400053, India, which shall be deemed venue of the EGM.

SPECIAL BUSINESS:

1. To create, offer, issue and allot Equity Shares to Promoter and Non Promoter on preferential basis and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, in accordance with provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the 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), the listing agreements entered into by the Company with the BSE Ltd. on which the Equity Shares of the Company are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI') and / or any other competent authorities, whether in India or abroad (hereinafter referred to as "Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include one or more Committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may in its absolute discretion accept, the consent and approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto 575862 Equity Shares of Rs. 10/- each of the Company at an issue price of Rs. 246/- (Rupees Two hundred forty Six only) per Equity Share, including premium of Rs. 236/- (Rupees Two hundred Thirty Six only) per Equity Share for cash aggregating to Rs. 14,16,62,052/- (Rupees Fourteen Crore Sixteen Lacs Sixty Two thousand Fifty Two only) to the persons as listed below, on preferential basis on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws:

Sr. No.	Name of the proposed allottees	Category	Status	No. of Shares	Amount (Rs.)
1.	Ketan Moolchand Shah	Promoter	Individual	359914	8,85,38,844
2.	Meghana Premal Shah	Non Promoter	Individual	79181	1,94,78,526
3.	Nikita Sanjay Jain	Non Promoter	Individual	71983	1,77,07,818
4.	Nidhi Naresh Nandu	Non Promoter	Individual	64784	1,59,36,864
	Total			575862	14,16,62,052

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of the ICDR Regulations, the relevant date for determining the floor price for the aforesaid preferential issue is 22nd May, 2025 being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting i.e. 21st June, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws from time to time:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchanges, subject to receipt of necessary regulatory permissions and approvals;
b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects;
c) The Equity Shares to be allotted shall be subject to lock-in for such period as may be specified under Regulation 167 of the ICDR Regulations;
d) The full consideration shall be paid by the proposed allottees before allotment of the said Equity Shares;
e) The Equity Shares shall be allotted in dematerialized form only within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any applicable Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

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, desirable or expedient, including without limitation, issuing clarifications, resolving all questions or doubts, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediates and advisors for the issue) and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further approval of the members and to settle all questions, difficulties or doubts that may arise with respect to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges, appropriation and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of its powers conferred upon it by this resolution to any Committee of directors, any other director(s), and / or officer(s) of the Company."

2. To approve the re-appointment of Mr. Ketan Moolchand Shah (DIN-00312343) as a Whole Time Director Designated as Chairman and Chief Executive Officer of the Company and in this regard, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and subject to provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded for re-appointment of Mr Ketan Moolchand Shah(DIN:00312343) as Whole Time Director designated as Chairman and Chief Executive Officer of the Company for a period of Five years with effect from 10.07.2025 to 09.07.2030, as well as the payment of salary and perquisites (herein after referred to as "remuneration"), upon terms and conditions as set out in the Agreement entered on by the Company with him and extracts of which has been set out in the Explanatory Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Ketan Moolchand Shah and that his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr Ketan Moolchand Shah (DIN: 00312343) who is Promoter on such terms and conditions approved by the Shareholders notwithstanding that the remuneration payable to Mr. Ketan M Shah in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, during the tenure of his appointment up to 9th July,2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution."

By Order of the Board of Directors of
Simplex Castings Limited
sd/-
Akanksha Kotwani
Company Secretary and Compliance Officer
Membership No.: A46306

Place: Mumbai
Date: 30.05.2025

Registered Office:
601/602 A, Fairlink Centre, Off. Andheri Link Road, Andheri (West),
Mumbai, Maharashtra, 400053

NOTES:

1. The Ministry of Corporate Affairs, *inter alia*, vide its General Circular Nos. 14/2020 dated 8th April, 2020 , 17/2020 dated 13th April, 2020, 09/2023 dated 25th September, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") has permitted holding of general meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 01/2025-26 Extra Ordinary General Meeting ("EGM") of the Company is being held through VC / OAVM.

2. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 01/2025-26 EGM shall be deemed to be conducted at the Registered Office of the Company situated at 601/602 A, Fairlink Centre, Off. Andheri Link Road, Andheri (West), Mumbai, Maharashtra, 400053.

3. In compliance with the aforesaid MCA Circulars, the Notice of the 01/2025-26 EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / RTA / Depositories. Members may note that the said Notice will also be available on the website of the Company at www.simplexcastings.com, websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com, website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the e-voting facility) i.e. www.evotingindia.com.

4. An explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolution is annexed herewith and forms part of this Notice.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this EGM will be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM; hence the Proxy Form and Attendance Slip are not annexed to this Notice. Body Corporates are entitled to appoint their Authorized Representatives to attend the EGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote-voting / e-voting during the EGM. Such Body Corporates are requested to send a scanned copy (PDF / JPG format) of their Board Resolutions, passed pursuant to Section 113 of the Act. The said resolution shall be sent to the Scrutinizer by e-mail through their registered e-mail address at cscmameena@gmail.com with copy marked to the Company at cs@simplexcastings.com.

6. The Company requests those members who have not yet registered their e-mail address, to register the same directly with their Depository Participants (DPs), in case shares are held in electronic form and to the Company, in case shares are held in physical form. Further, members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their DP.

7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owners of the Company will be entitled to vote at the EGM.

8. Document referred to in the Notice of the EGM and explanatory statement will be available for inspection online by the members on request by sending an e-mail to cs@simplexcastings.com.

9. Members can join the EGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available to at least 1000 members on a first-come-first-served basis; however this limit does not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served principle.

10. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.

12. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their vote electronically on the resolutions mentioned in the Notice dated 30th May, 2025 convening the EGM of the Company. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').

13. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") and for e-voting during the EGM will be provided by CDSL.

14. A person, whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on the cut-off date only i.e. Saturday, 14th June, 2025 shall be entitled to avail the facility of "remote e-voting" or e-voting during the EGM.

15. The e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Saturday, 14th June, 2025.

16. The remote e-voting period shall commence on Wednesday, 18th June, 2025 (9:00 A.M.) and end on Friday, 20th June, 2025 (5:00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 14th June, 2025 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on Friday, 20th June, 2025. Once the vote on a resolution is cast by a member, he / she / it shall not be allowed to change it subsequently. Those

members, who are present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

17. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Saturday , 14th June, 2025 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in. However, if the member is already registered with the CDSL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.

18. The Board of Directors of the Company has appointed CS Meena Naidu, Proprietor of M/s. Meena Naidu & Associates, Company Secretaries, Bhilai (ACS No.: 28193 / COP No.: 23853) as Scrutinizer to scrutinize the e-voting through remote e-voting process and e-voting during the EGM in a fair and transparent manner. The Scrutinizer shall within 2 working days of the conclusion of the EGM, prepare consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith the same to the Chairman of the EGM or a person authorised by him in writing, who shall countersign the same and declare the results of the voting.

19. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company viz www.simplexcastings.com and on the website of the CDSL viz. www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.

20. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the meeting i.e. Saturday, 21st June, 2025.

PROCEDURE AND INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

(i) The remote voting period shall begin on Wednesday, 18th June, 2025 (9:00 A.M.) and end on Friday, 20th June, 2025 (5:00 P.M.) (IST) (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 14th June, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by the CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iii) Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 issued under Regulation 44 of the Listing Regulations, 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 9th December, 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 e-mail Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings 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 **CDSL Depository**	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the meeting 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 or joining virtual meeting & voting during the meeting.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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 e-Voting and joining virtual meetings 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.

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 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:

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

Dividend Bank Details **OR** Date of Birth (DOB)	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. 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.

(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 the 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 and 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 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.

- 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 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 e-mail address viz; www.simplexcastings.com or cs@simplexcastings.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC / OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote during the EGM.

4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to the meeting** mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@simplexcastings.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 days prior to**

the meeting mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@simplexcastings.com. These queries will be replied to by the Company suitably by e-mail.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.

10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholder have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholder shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL / 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 cs@simplexcastings.com.

2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1

To meet working capital requirements, the Board of Directors of the Company at its meeting held on 30th May, 2025 decided to mobilize funds up to Rs 14,16,62,052/- (Rupees Fourteen Crore Sixteen Lacs Sixty Two thousand Fifty Two only) by issue and allotment of following new securities on preferential basis:

Sr. No.	Nature of Securities	No. of securities	Issue price per security (Rs.)	Amount (Rs.)
1.	Equity Shares of Rs. 10/- each	575862	246/-	Rs 14,16,62,052/-

The disclosures as required under Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are given here-in-below:

1. Objects of the preferential issue:

The objects of raising the funds through proposed preferential issue of Equity shares are as follows:

Sl. No.	Objects	Amount (Rs. in Crore)
1.	Repayment of loans	14.17
Total		**14.17**

2. Maximum number of specified securities, kind of securities and price at which securities to be issued:

The Board of Directors of the Company in its meeting held on 30th May, 2025 decided to raise funds by issue of 5,75,862 Equity Shares of Rs. 10/- each at an issue price of Rs. 246/- (Rupees Two hundred Forty Six only) per Equity Share (including premium of Rs. 236/- (Rupees Two hundred Thirty Six only) per Equity Share).

3. Intention of the promoters / directors or key managerial personnel of the Company to subscribe to the offer:

Following promoters, directors and key managerial personnel of the Company intend to subscribe under proposed preferential issue:

Sr. No.	Name	Category	Equity Shares
1.	Ketan Moolchand Shah	Promoter, Chairman & Whole Time Director	359914

4. Shareholding pattern of the Company before and after the preferential issue:

The Shareholding pattern of the Company before and after the proposed preferential issue is given in **Annexure - 1** attached to this Notice.

5. Time frame within which the preferential issue shall be completed:

Subject to the receipt of subscription money, the allotment of securities shall be completed as follows:

a) The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the members, provided that where the allotment is pending on account of pendency of any approval(s) from any regulatory authorities / bodies, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approval from the said regulatory authorities / bodies.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

Following is identity the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

Sr. No.	Name of proposed allottees	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees
1.	Ketan Moolchand Shah	NA
2.	Meghana Premal Shah	NA
3.	Nikita Sanjay Jain	NA
4.	Nidhi Naresh Nandu	NA

7. Name of the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

The names of the proposed allottees and the percentage of post preferential issue capital that may be held by the allottees in the Company consequent to the preferential issue is given in **Annexure - 2** attached to this Notice.

There will be no change in control of the Company consequent to the proposed preferential issue.

8. Undertakings by the Company:

The Company hereby undertakes that:

(a) the issue price shall be re-computed in terms of the provision of the ICDR Regulations, if required; and

(b) If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

9. Disclosure as specified in Schedule VI:

It is hereby confirmed that neither the Company nor its promoters or directors have been declared as wilful defaulter or a fraudulent borrower, hence disclosure as specified in Schedule VI is not applicable.

10. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The current and proposed status of the allottees post the preferential issue is given in **Annexure - 2** attached to this Notice. There will be no change in status of the allottees post the preferential issue.

11. Basis on which the price has been arrived and relevant date with reference to which the price has been arrived:

The issue price of Rs. 246/- per Equity Share is determined in accordance with the provisions of Regulation 164 of ICDR Regulations, taking relevant date as 22nd May, 2025 being 30 days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue i.e. 21st June, 2025, which is more than the higher of the followings:

(a) Rs. 240.76 per Equity Share - being the 90 trading days' volume weighted average price of the Company's shares quoted on the Stock Exchange preceding the Relevant Date; and
(b) Rs. 245.66 per Equity Share - being the 10 trading days' volume weighted average prices of the Company's shares quoted on the Stock Exchange preceding the Relevant Date;

The Articles of Association of the Company do not provide for any method for determining floor price for preferential issue.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer and Name and address of valuer who performed valuation:

The proposed allotment is to be made for cash consideration; hence, the justification for the allotment proposed to be made for consideration other than cash is not applicable.

Since, the Company is a listed company, report of registered valuer, as provided under second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, for the proposed preferential issue is not required.

13. Amount which the Company intends to raise by way of such securities:

The Company intends to raise upto a maximum of Rs. 14.17 Crore by issue and allotment of the aforesaid securities.

14. The class or classes of persons to whom the allotment is proposed to be made:

The proposed issue of Equity Shares on preferential basis is to be made to promoters / promoter group entity of the Company and persons in public category, details of which are given in **Annexure - 2** attached to this Notice.

15. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-26 till 30th May, 2025, no preferential allotment has been made to any person as of the date of this Notice.

16. Lock-in:

The securities to be issued as aforesaid shall be subject to "Lock-in" as per the provisions of Regulation 167 of the ICDR Regulations.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with Rules framed thereunder and ICDR Regulations, the proposed preferential issue requires approval of members of the Company by way of passing Special Resolution. The Board, therefore, recommends passing of the resolutions as set out at item nos. 1 of the Notice for approval of the members of the Company as Special Resolutions.

Copy of certificate to be received from M/s. Meena Naidu & Associates, Company Secretaries, Bhilai certifying that the preferential issue of the Warrants and Equity Shares is being made in accordance with the requirements contained in ICDR Regulations shall be made available for inspection by the members on request by sending an e-mail to cs@simplexcastings.com and the said certificate shall also be hosted on the website of the Company and will be accessible at www.simplexcastings.com.

Except Mr. Ketan M Shah, Chairman & Whole Time Director, Mrs Sangeeta K Shah , Managing Director and Mr Sajal Ghosh, Whole Time Director of the Company and their relatives, none of the other directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution as set out at item no. 1 of the Notice.

Item Nos. 2:

Mr Ketan M Shah , Whole Time Director designated as Chairman and Chief Executive Officer of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment. Mr Ketan M Shah was first appointed on the Board on 12th March 1993.

The Board of Directors of the Company has, subject to approval of members, re-appointed Mr Ketan M Shah as Whole Time Director designated as Chief Executive officer and Chairman for a further period five years with effect from 10.07.2025 to 09.07.2030.

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:

Particulars	**Mr Keten M Shah**
Basic Salary	Rs 3,75,000/- per Month
House Rent Allowance (per month)	15% of Basic Salary
Commission	0.25% (point two five percent) of the net profits
Reimbursement of Electricity, Gas, Water and Furnishings	At actual
Reimbursement of Medical Expenses for self and family	At actual
Leave Travel Concession for self and family once in a year	At actual
Fees of clubs (excluding Admission and Life Membership Fees)	At actual
Personal Accident /Medical Insurance	As per Company Scheme
Provident Fund, Superannuation and Gratuity Benefits	As per Company Scheme
Contribution of 10% of monthly Basic Salary u/s 80CCD (2) of the Income Tax Act, 1961	Entitled

In addition to aforesaid, Mr Ketan M Shah is also entitled to reimbursement of expenses incurred for travelling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses are not to be considered as perquisites.

MINIMUM REMUNERATION

Notwithstanding anything hereinabove stated, where in any financial year during the tenure as Whole -Time 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 approval from members is also sought under Regulation 17(6)(e) of the SEBI Listing Regulations, 2015. The remuneration as proposed is within the applicable limits under Schedule V to the Companies Act, 2013.

Mr. Ketan M Shah satisfies all the conditions as set out in Part I of Schedule V as also under sub - section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Whole Time Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Ketan M Shah is not debarred from holding the office of Director pursuant to any SEBI/MCA order. The additional details of Mr. Ketan M Shah as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice as Annexure-3.

Except Mr Ketan M Shah, Mrs. Sangeeta K. 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.

The Board Commends the Special Resolutions set out at Item No 2 of the Notice for approval by the Shareholders.

By Order of the Board of Directors of
Simplex Castings Limited

Sd/-
Akanksha Kotwani
Company Secretary and Compliance Officer
Membership No.: A46306

Place: Mumbai
Date: 30.05.2025

Registered Office:
601/602 A, Fairlink Centre, Off. Andheri Link Road,
Andheri (West),
Mumbai, Maharashtra, 400053

Annexure - 1

Shareholding pattern of the Company before and after the proposed preferential issue

Category of Shareholders	Before issue		After issue	
	No. of shares	%	No. of shares	%
(A) Promoters' holding				
(1) Indian:				
(a) Individuals / HUF	35,24,312	48.96%	3884226	49.96%
(b) Bodies corporate	2,44,900	3.40%	244900	3.15%
(2) Foreign	0	-	0	-
Sub-total (A)	**37,69,212**	**52.36%**	**4129126**	**53.11%**
(B) Non-Promoters' holding				
(1) Institutional Investors				
(a) Domestic				
(b) Foreign Portfolio Investors				
(2) Non-Institutional:				
(a) Private bodies corporate	6,33,345	8.80%	6,33,345	8.15%
(b) Directors & Relatives	0	0.00%	0	0.00
(c) Indian Public	23,37,169	32.47%	25,53,117	32.84%
(d) Others (including NRIs)	4,58,555	6.37%	4,58,555	5.90%
Sub-total (B)	**34,29,069**	**47.64%**	**36,45,017**	**46.89%**
Grand total (A+B)	**71,98,281**	**100.00**	**77,74,143**	**100.00**

Notes:

1. The above Shareholding Pattern is contingent and is prepared assuming the full allotment of Equity Shares as mentioned in the resolutions in the Notice of the EGM. If any Equity Shares are not issued and allotted for any reason, the figures and percentage of holding will change correspondingly.
2. The proposed preferential issue will not result in any change in the management control. Voting rights shall change according to the change in shareholding pattern mentioned above.

Annexure - 2

Details of proposed allottees in the proposed preferential issue

Category of Shareholders	Category	Before issue		No. of Equity Shares to be issued	After issue	
		No. of shares	%		No. of shares	%
(A) Promoter / Promoter group:						
Ketan M Shah	Promoter	27,09,715	37.64%	3,59,914	30,69,629	39.49%
(B) Public:						
Meghana Premal Shah	Non Promoter	NIL	NIL	79181	79181	1.02%
Nikita Sanjay Jain	Non Promoter	Nll	NIL	71983	71983	0.93%
Nidhi Naresh Nandu	Non Promoter	NIL	NIL	64784	64784	0.83%

Annexure-3

Brief Profile of Appointee:

Name of Director:	Ketan M Shah
Age	60
Date of First Appointment on Board:	12/03/1993
Qualifications:	Bachelor degree in Mechanical Engineering and postgraduate degree in Business Management
Experience/Expertise in specific functional area/ Brief resume of the Director:	Mr Ketan Moolchand Shah holds a Bachelor degree in Mechanical Engineering from the Madhav Institute of Technology and Science, Gwalior (M.P) and a postgraduate degree in Business Management from the University of Florida. Over the period of his thirty five years of experience and being an innovative technocrat, company succeeded in positioning its global presence as one of the reliable names for customers.
Terms and conditions for reappointment	As per Company Policy on appointment of Board members
Details of Remuneration sought to be paid and Remuneration last drawn:	Rs 37.13 Lacs remuneration Drawn in FY 2024-25
Number of Board Meetings attended during FY 2024-25:	4/4
Other Directorship held:	1. Hem Holdings and Trading Limited 2. Sim Prabha Estates and Trading Company Pvt Ltd. 3. Prabha Plantations Pvt Ltd. 4. SEFW Projects Pvt Ltd.
Committee Memberships and Chairmanships in the Company	Member of CSR Committee of Simplex Casings Limited
Membership/Chairmanship of Committees of other Boards	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee of Hem Holdings & Trading Limited
No. of Shares Held (as on 31st March, 2025)	27,09,715
Relationship with other Directors and KMPs of the Company	Mrs Sangeeta K Shah and Mr Ketan M Shah are related to each other
Resignation from Listed Entities in past three years	Mr. Ketan M Shah has not resigned as a Director from any listed entity in the past three years.