



## Simplex Castings Limited

(CIN: L27320CT1980PLC019535)

Regd. Office: 32, Shivnath Complex G.E. Road, Supela, Bhilai - 490023 (C.G) India

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

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

<b>VOTING STARTS ON</b>	<b>Wednesday, 3<sup>rd</sup> June ,2026 , at 9:00 A.M. (IST)</b>
<b>VOTING ENDS ON</b>	<b>Thursday, 2<sup>nd</sup> July 2026, at 5:00 P.M. (IST)</b>

**Dear Member(s),**

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs ('MCA') inter alia including General Circular No. 03/2025 on 22nd September 2025, issued by MCA ('MCA Circulars') from time to time, 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 ('SS-2') issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, the following special businesses are proposed to be passed by the Members of Simplex Castings Limited ('Company'), by way of Postal Ballot, through voting only by electronic means ('remote e-Voting').

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited, Registrar and Transfer Agent ('RTA') / 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. 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 SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 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.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Thursday, 2<sup>nd</sup> July 2026. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

Members may note that the said Notice will also be available on the website of the Company at [www.simplexcastings.com](http://www.simplexcastings.com), websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com), website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the evoting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

## Special Business

### 1. TO APPROVE SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with relevant Rules framed thereunder, and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as amended from time to time, and pursuant to the provisions of the Articles of Association ("AOA") of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory authority(ies) and as approved by the Board of Directors of the Company (hereinafter referred to as "Board", which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for sub-division/split of the existing 1 (one) fully paid-up equity share of the Company having face value of Rs. 10 (Rupees Ten Only) each, into 5 (Five) fully paid-up equity shares of face value of Rs. 2 (Rupees Two Only) each, ranking pari-passu in all respects, with effect from the Record Date to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division/split of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up equity shares having face value of Rs. 10 (Rupees Ten Only) each, existing on the Record Date to be fixed by the Board shall stand sub-divided into 5 (Five) equity shares having face value of Rs. 2 (Rupees Two Only) each fully paid-up, as given below:

Type of Capital	Pre Sub-division/Split		Post Sub-division/Split	
	No. of equity shares	Face Value (Rs.)	No. of equity shares	Face Value (Rs.)
Authorized Equity Share Capital	1,00,00,000	10	5,00,00,000	2
Issued, Subscribed and Paid-up Equity Share Capital	81,99,247	10	4,09,96,235	2

**RESOLVED FURTHER THAT** pursuant to the sub-division/split of equity shares as aforesaid and with effect from the Record Date:

a. for the equity shares held in physical form, if any, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10 (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall credit the share allotted after splitting of equity shares to a new demat suspense account till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form in compliance with the applicable laws/ guidelines in this regard; and

b. for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/split of equity shares, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with the Registrar of Companies, Stock Exchange, Registrar & Share Transfer Agent, Depositories and other regulatory authorities, and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the members."

## **2. TO APPROVE THE ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), clause

(5) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

“5. The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Ten Crore) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 2/- each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include any Committee thereof) and / or any Director and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution, including filing of necessary e-forms with the Registrar of Companies and incorporating such modifications, amendments or suggestions as may be required by any statutory or regulatory authority.”

### **3. APPOINTMENT OF MR. AVINASH HARIHARNO (DIN NO- 11689719) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Avinash Hariharano (DIN No-11689719), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> May, 2026 and holds office until the date of next General Meeting or for a period of three months from the date of appointment, which ever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Avinash Hariharano (DIN No- 11689719) as Whole-time Director of the Company designated as Executive Director ( Finance ), liable to retire by rotation, to hold office for a period of 5 (five)

consecutive years i.e., from 28<sup>th</sup> May, 2026 to 27<sup>th</sup> May, 2031 the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

#### **4. APPOINTMENT OF MR. PALASH SINGHANIA (DIN: 06724674) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Palash Singhania (DIN: 06724674), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 28<sup>th</sup> May, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 28<sup>th</sup> May 2026 upto 27<sup>th</sup> May, 2031.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

By Order of the Board of Directors

For Simplex Castings Limited

Sakshi Jain  
Company Secretary and Compliance officer  
Place: Bhilai  
Date: 28.05.2026

## NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the postal ballot notice is annexed hereto and forms part of this Notice. Also, relevant details in respect of the Directors seeking appointments, in terms of Regulation 36(3) SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this Notice.

2. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the SEBI Listing Regulations and the MCA Circulars:

- This Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the RTA / Depository (ies) and whose name appears in the Register of Members / Register of Beneficial Owners as on the cut-off date i.e., Friday, 22<sup>nd</sup> May, 2026. The manner of voting on the proposed Resolutions are restricted only to remote voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members for this Postal Ballot.
- The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), the instructions for remote e-voting are provided in this Postal Ballot Notice.
- Members may note that the said Notice will also be available on the website of the Company at [www.simplexcastings.com](http://www.simplexcastings.com), websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com), website of the Central Depository Services (India) Limited (“CDSL”) (agency engaged by the Company for providing the voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

3. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.

4. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.

6. The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, 3<sup>rd</sup> June, 2026 and ends at 5:00 p.m. (IST) on Thursday, 2<sup>nd</sup> July, 2026. The remote e-voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares in dematerialised form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently. Voting rights of a Member / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

7. The Board of Directors at its meeting held on 28<sup>th</sup> May, 2026, appointed Ms. Meena Naidu , Practicing Company Secretary, Proprietor of M/s. Meena Naidu & Associates, Mumbai (Membership No. ACS 28193, CP No. 23853) as the ‘Scrutiniser’ to conduct remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed as such and be available for the said purpose.

8. Corporate / institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [cscmeena@gmail.com](mailto:cscmeena@gmail.com) and may also upload the same in the e-voting module in their login. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Thursday , 2<sup>nd</sup> July, 2026, subject to receipt of the requisite number of votes in favour of the resolutions.

9. The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of Postal Ballot will be announced on or before Saturday, 4<sup>th</sup> July, 2026 and will be displayed on the Company’s website [www.simplexcastings.com](http://www.simplexcastings.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), and will simultaneously be communicated to the Stock Exchanges.

10. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement is available on the website of the Company at [www.simplexcastings.com](http://www.simplexcastings.com) .

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

- (i) The voting period begins on 3<sup>rd</sup> June , 2026 at 9 A.M and ends on 2<sup>nd</sup> July, 2026 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 22<sup>nd</sup> May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

(iii) 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:

<b>Type of shareholders</b>	<b>Login Method</b>
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; My Easi New (Token) 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; My Easi New (Token) 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>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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>

(DP)

**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 21 09911
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 : 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.

- (iv) 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>

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

- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 at the email address viz; [cscmameena@gmail.com](mailto:cscmameena@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

## Statement pursuant to Section 102 of the Companies Act, 2013

### Item Nos. 1 and 2

The equity shares of the Company are listed and traded on the BSE Limited.

The Board of Directors of the Company (the “Board”) at its meeting held on 28<sup>th</sup> May, 2026, had subject to the approval of Members of the Company and statutory authority(ies), if any, approved and recommended the sub-division/split of equity shares of the Company such that 1 (One) fully paid-up equity share of the face value of Rs. 10/- (Rupees Ten only) each is sub-divided into 5 (Five) fully paid-up equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking pari passu with each other in all respects with effect from such date being the Record Date as may be fixed for this purpose by the Board of Directors of the Company (hereinafter referred to as the “Board”).

The Board is of the view that the proposed sub-division/split will enhance the liquidity of the Company’s equity shares in the stock market and encourage wider shareholding participation, particularly from retail investors, by making the equity shares more affordable. The sub-division/split will not in any manner affect the rights and obligations of the Members. It is purely arithmetic exercise to improve market accessibility of the shares and does not result in any dilution of shareholding.

The share capital structure before and after the proposed sub-division/split is as under:

Type of Capital	Pre Sub-division/Split			Post Sub-division/Split		
	No. of equity shares	Face Value (Rs.)	Total Value	No. of equity shares	Face Value (Rs.)	Total Value
Authorized Equity Share Capital	1,00,00,000	10	10,00,00,000	5,00,00,000	2	10,00,00,000
Issued, Subscribed and Paid-up Equity Share Capital	81,99,247	10	8,19,92,470	4,09,96,235	2	8,19,92,470

Consequent to the sub-division/split, Clause 5 of the Memorandum of Association relating to Authorised Share Capital is required to be suitably altered to reflect the revised capital structure. No change shall occur in the authorised, subscribed, issued, or paid-up capital amount of the Company. Further, the sub-division shall not be construed as a reduction of share capital under applicable laws.

Accordingly, the existing Clause 5 of the Memorandum of Association is proposed to be substituted with the following:

“5. The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Ten Crore) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 2/- each.

The draft copy of the altered MOA of the Company will be available for inspection in electronic mode without any fee by the Members from the date of circulation of this Notice until the last date of e-voting i.e. Thursday, 2<sup>nd</sup> July, 2026. Members can inspect such documents by sending an e-mail from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at [cs@simplexcastings.com](mailto:cs@simplexcastings.com).

Pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Act and the Rules framed thereunder, the Board recommends for approval of the Members the passing of the resolutions as set out at Item Nos. 1 and 2 of the Notice as Ordinary Resolutions.

None of the Directors and Key Managerial Personnel or the Promoter and Promoter group of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item Nos. 1 and 2 of the accompanying Notice except to the extent of their respective shareholding, if any.

### **Item Nos 3**

Mr. Avinash Hariharno is currently serving as the Chief Financial Officer (CFO) of the Company and has played an instrumental role in strengthening its financial management, internal controls, compliance framework, and overall strategic financial planning.

Based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board of Directors (the Board) at its meeting held on 28<sup>th</sup> May, 2026, approved the appointment of Mr. Avinash Hariharno (DIN No- 11689719):

- (a) As an Additional Director of the Company with effect from 28<sup>th</sup> May, 2026 until the date of next General Meeting or for a period of three months from the date of appointment, whichever ever is earlier
- (b) As Whole-time Director - designated as Executive Director and Finance for a term of 5 (five) consecutive years effective 28<sup>th</sup> May, 2026, subject to necessary approvals.

Accordingly, approval of the Shareholders is being sought on the terms, conditions and stipulations for the appointment of Mr. Avinash Hariharno as a Whole-time Director of the Company and the remuneration payable to him.

He holds a Master's degree in Commerce and brings with him over 26 years of extensive experience in finance, accounting, and corporate banking. Mr. Hariharno has been associated with the Company for more than 26 years, during which he has significantly contributed to its financial stability and sustained growth through his expertise and leadership.

The Company has received notice under Section 160 of the Act proposing Mr Avinash Hariharno candidature as a Director of the Company. Mr Avinash Hariharno is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided on end of this Notice. Mr Avinash Hariharno, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No3. Documents relating to this item of business shall be available for inspection in the manner set out in Notes to this Notice.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Avinash Hariharno as per the recommendations of the Nomination and Remuneration Committee which is in accordance with Schedule V of the Companies Act, 2013:

1. Term: 5 years with effect from 28<sup>th</sup> May, 2026 till 27<sup>th</sup> May, 2031. Mr. Avinash Hariharno will be liable to retire by rotation.

2. Remuneration:

i. Remuneration of Mr. Avinash Hariharno will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination and Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; performance incentive; reimbursement of expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Avinash Hariharno.

Basic Salary: Mr. Avinash Hariharno shall be paid a salary of ₹ 1,00,000 (Rupees One lakh only) per month.

He will further be entitled to annual increments which may be decided at the sole discretion of the Board. The quantum of such increments shall also be determined based on merit and taking into account Mr. Avinash Hariharno performance and the Company's performance.

Mr. Avinash Hariharno shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

Minimum Remuneration: Notwithstanding anything to the contrary herein, where, in any financial year, during the tenure, the Company has no profits or has inadequate profits, the Company will pay to Mr. Avinash Hariharno, remuneration comprising salary, perquisites, allowances and commission, subject to such further approvals as may be required from time to time.

The Board is pleased to welcome Mr Avinash Hariharno and expresses confidence in his ability to play a pivotal role in guiding the Company through its next phase of growth and transformation. The Board, based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, considers the appointment of Mr Avinash Hariharno in the interest of the Company and recommends the Ordinary Resolution as set out in the Notice for approval of shareholders.

#### **Item Nos. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 28<sup>th</sup> May, 2026, approved the appointment of Mr. Palash Singhania (DIN: 06724674), as an Additional Director of the Company, with effect from 28<sup>th</sup> May, 2026. Subject to Shareholders' approval, the Board has also approved the appointment of Mr. Palash Singhania as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 28<sup>th</sup> May, 2026 and ending on

27<sup>th</sup> May, 2031, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

The Company has received all the statutory declarations/disclosures from Mr. Palash Singhania including the following:

(a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;

(c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(d) confirmation that he is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and

(e) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Palash Singhania shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Parikh is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Palash Singhania candidature as an Independent Director of the Company.

Mr Palash Singhania is a seasoned professional with over 11 years of diverse experience spanning portfolio and asset management, corporate directorship, and financial services. With a strong foundation in finance and strategic investment planning, he has built a career focused on delivering value-driven financial solutions and business growth.

He holds a Bachelor of Engineering (B.E.) from Chhattisgarh Swami Vivekanand Technical University, Bilai, and a Post Graduate Diploma in International Business (PGDIB) from Symbiosis Centre for Distance Learning, Pune. Further strengthening his expertise, he is a Certified Financial Planner (CFP) accredited by the Financial Planning Standards Board, Mumbai.

Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Palash Singhania were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company

In the opinion of the Board, Mr. Palash Singhania fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as an Independent Director.

Mr. Palash Singhania, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution at Item No 4.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Palash Singhanian as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Shareholders.

By Order of the Board of Directors  
For Simplex Castings Limited

Sakshi Jain  
Company Secretary and Compliance officer  
Place: Bhilai  
Date: 28.05.2026

Details of Director seeking appointment

[In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name of the Director	Mr Avinash Hariharno	Mr. Palash Singhanian
Director's Identification Number (DIN)	11689719	06724674
Age	47 years	35 years
Qualifications	He holds a Master's degree in Commerce.	Bachelor of Engineering (B.E.) and a Post Graduate Diploma in International Business (PGDIB) from Symbiosis Centre for Distance Learning, Pune. he is a Certified Financial Planner (CFP) accredited by the Financial Planning Standards Board, Mumbai.
Original Date of Appointment	28 <sup>th</sup> May, 2026	28 <sup>th</sup> May, 2026
Brief Profile and expertise	26 years of extensive experience in finance, accounting, and corporate banking. Mr. Hariharno has been associated with the Company for more than 26 years, during which he has significantly contributed to its financial stability and sustained growth through his expertise and leadership.	Mr Palash Singhanian is a seasoned professional with over 11 years of diverse experience spanning portfolio and asset management, corporate directorship, and financial services. With a strong foundation in finance and strategic investment planning, he has built a career focused on delivering value-driven financial solutions and business growth.
Terms and conditions of appointment	Appointment as a Whole Time Director (finance) for a period of five years commencing from 28 <sup>th</sup> May,2026 , to 27 <sup>th</sup> May, 2031, liable to retire by rotation	Appointment as a Non-Executive Independent Director for a period of five years commencing from 28 <sup>th</sup> May,2026 , to 27 <sup>th</sup> May, 2031, not liable to retire by rotation
Directorships held in other Companies	NIL	NIL
Chairmanship/ membership of Committees of other public	NIL	NIL

companies		
Number of Meetings of the Board attended during the financial year	NIL	NIL
Number of shares held in the Company	1	0
Relationship between directors inter-se	Not related	Not related
Last Salary Drawn (in Lacs)	Rs 11.33 Lacs in FY 2025-26 as Chief Financial officer.	NA
Details of Remuneration sought to be paid (in Rs.)	Refer Notice and Explanatory Statement	Sitting fees for attending Board and Committee Meetings, if any, where he is a member.
Listed Entities from which he has resigned as Director in past 3 years	NIL	NIL