

# SIMPLEX CASTINGS LIMITED



STATOR FRAME (270 MW GENERATOR)



CHECKER SUPPORTING SYSTEM  
FOR HOT BLAST STOVES  
(BLAST FURNACE)



SLAG TRANSFER CAR FOR  
CARRYING HOT SLAG  
(BLAST FURNACE)



BUNDLE TRANSLATE GENERAL ASSEMBLY



**33rd**  
**Annual Report**  
**2012-2013**



## **“CHAIRMAN’S MESSAGE”**

Dear Members,

On behalf of the Simplex Castings Limited, I welcome you on the occasion of 33rd Annual General Meeting.

I present herewith the 33rd Annual Report for the Fiscal Year 2012-13.

### **INDIAN ECONOMIC SITUATION:**

Though the Indian economy started off well in 2012 with a lot of promise for industrial growth. yet, weaker currency, higher domestic inflation, high interest rates, weak external demand and risk adverse sentiments have prevented the emerging and developing economy and forced to achieve a lower growth trajectory. The growth rate in Gross Domestic Product during the year 2012-13 is estimated at 5% much less to 6.5% of 2011-12. The deficits of fiscal account and current account are the main causes for concern. From the Global perspective, the economic activity has some what picked up in America where as the Euro region is still weak. Due to rupee depreciation, the Industrial growth has declined. However, we continue to have confidence in the long term growth story of India.

### **PERFORMANCE OF THE COMPANY IN YEAR 2012-13:**

The fiscal year 2012-13 was the year again showed resilience in both Indian as well as world market. In spite of the sluggish market, your company has been able to achieve a sales turnover of ₹ 203.143 crores marginally less than ₹ 217.45 crores of 2011-12.

For the fiscal year 2012-13 the Profit before tax is ₹ 7.31 crores and Profit after Tax is ₹ 4.95 crores, whereas these were ₹ 15.89 crores and ₹ 10.58 crores respectively in the preceding year thereby registering decrease of 54.02 % and 53.16%.

Earnings per Share has declined from ₹ 17.68 to ₹ 8.26 for the Financial Year 2012-13.

The profit of your company has been adversely affected, this has happened due to increased competition in the market. Also customer's requirement declined as they were not willing to carry any inventory in this volatile market. Moreover, our core business from Indian Railways for supply of equipments and components has declined.

Your company always makes efforts in acquiring new clients and maintaining good relation with old clients. During the year, your company has successfully supplied 110 sets of pallet cars assembly worth ₹ 22 crores to Sri Bajrang Power & Ispat Ltd.

On the Export front, your Company has been able to book trial orders from the world's renowned Loco Manufacturer, GE Transportation of USA and Pump manufacturer- Nasosenergomash Summy Public, Ukraine for supply of Bogie frame and Split Pump Casing, Claduiies Peter of Germany for supply of Rotary Drum Cooler respectively, and Repeat order of Coke Oven Doors from Alnasr Coke Company, Egypt.

Your Company has been able to procure orders of Coke Oven Doors for full battery of Bhilai Steel Plant and Durgapur Steel Plant and have also booked order of Pallet Plant / component worth ₹16 crores from Deify Infrastructure for their ongoing 1.2 MTPA Pallet Plant project. Diesel Locomotive Works has placed order worth ₹ 22 Crores for manufacture and supply of Loco equipments. With the sincere efforts of our Marketing team, your company has again procured order for supply of Pallet Part from Kudremukh Iron Ore Company Limited (KIOCL), Kudremukh.

Your newly started fabrication unit at Tedesara has booked orders from renowned companies like Cethar Limited, Uttam Valve Steel worth ₹ 3 crores.

I would like to express my sincere gratitude to all members of Board of Directors, our customers, dealers, suppliers, associates, financial institutions, Banks and the employees of Simplex Castings Ltd. and deep appreciation to all the shareholders for their full support and understanding in good as well as bad times.

We need your consistent support in coming years to look to the future with more determination and confidence.

With Best wishes,

Thank You

Arvind S. Shah

**Chairman**



## COMPANY INFORMATION

## AUDIT COMMITTEE

Kisan R. Choksey	Chairman
Shivji R. Shah	Member
Hasmukhlal S. Parikh	Member
Rajendra A. Shah	Member

## REMUNERATION COMMITTEE

Kisan R. Choksey	Chairman
Hasmukhlal S. Parikh	Member
Rajendra A. Shah	Member

## SHARE TRANSFER CUM INVESTOR'S GRIEVANCE COMMITTEE

Kisan R. Choksey	Chairman
Hasmukhlal S. Parikh	Member
Rajendra A. Shah	Member

## BOARD OF DIRECTORS

<i>Arvind S. Shah</i>	Chairman
<i>Ketan M. Shah</i>	Managing Director
<i>Shailesh A. Shah</i>	Director
<i>Kisan R. Choksey</i>	Director
<i>Shivji R. Shah</i>	Director
<i>Hasmukhlal S. Parikh</i>	Director
<i>Rajendra A. Shah</i>	Director
<i>G. Gopalswamy</i>	Director

## COMPANY SECRETARY

Ms. Monalisa Patni

## STATUTORY AUDITORS

M/s. Taunk & Srikanth, Chartered Accountants

## BANKERS

State Bank of India  
Bank of Baroda

## REGISTRAR &amp; TRANSFER AGENT

Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W),  
Mumbai 400 078

## REGISTERED OFFICE

601/602 A, Fairlink Center,  
Off Andheri Link Road, Andheri (West),  
Mumbai -400053 (M.H.)

## CORPORATE OFFICE

Plot 32, Shivnath Complex,  
G.E. Road, Supela, Bhilai – 490023 (C.G.)

## WORKS

Unit I - 5, Industrial Estate, Bhilai, Dist. Durg, C.G. 490 026  
Unit II - Urla Industrial Estate, Raipur, Chattisgarh – 493221  
Unit III – 223/2 & 224, Industrial Estate, Tedesara,  
Rajnandgaon, C.G. 491443

ISIN No. INE 658D 01011

STOCK CODE: BSE 513472

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**NOTICE**

Notice is hereby given that the Thirty third Annual General Meeting of the members of Simplex Castings Limited will be held at 3.00 p.m on Monday 23rd September, 2013 at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon House, 6th Floor, 12 K. Dubhash Marg, Fort, Mumbai- 400 001 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Directors' Report, the Audited Financial Statements including Profit and Loss Account, Cash Flow statement for the year ended 31st March, 2013 and the Balance Sheet as at that date and the Auditor's Report thereon.
2. To declare final dividend on equity shares for the financial year ended 31st March, 2013.
3. To appoint a Director in place of Shri Ketan M. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri G. Gopalswamy, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Kisan R. Choksey, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

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

**SPECIAL BUSINESS:**

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and read with Schedule XIII of the said Act and in terms of the recommendation of the Recruitment & Remuneration Committee and the approval of the Board of Directors of the Company at their respective meetings held on 02.11.2012, and such other approvals of applicable authority(ies), if any, as may be required, the approval of members of the Company be and is hereby accorded to the re-appointment of Shri Arvind S. Shah, Chairman for a period of three years commencing from 1st January, 2013 to 31st December, 2015 and on the terms and conditions as set out in the draft Letter of Appointment, containing the terms & conditions as set out in the Explanatory Statement attached to the Notice, draft of which, placed before the meeting and initialed by the chairman, for the purpose of identification, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement or any amendments and/or modification(s) thereto as may be agreed to between the Board and Shri Arvind S. Shah;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the afore-said period, the Company will pay Shri Arvind S. Shah, remuneration and perquisites not exceeding the ceiling laid down in Schedule XIII to the Companies Act, 1956, as may be decided by the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Shri Arvind S. Shah;



RESOLVED FURTHER THAT, any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

8. To consider and if thought fit, to pass with or without modifications, the following resolutions as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and read with Schedule XIII of the said Act and in terms of the recommendation of the Recruitment & Remuneration Committee and the approval of the Board of Directors of the Company at their respective meetings held on 02.11.2012, and such other approvals of applicable authority(ies), if any, as may be required, the approval of members of the Company be and is hereby accorded to the re-appointment of Shri Shailesh A Shah, Whole Time Director for a period of three years commencing from 1st January, 2013 to 31st December, 2015 and on the terms and conditions as set out in the draft Letter of Appointment, containing the terms & conditions as set out in the Explanatory Statement attached to the Notice, draft of which, placed before the meeting and initialed by the chairman, for the purpose of identification, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement or any amendments and/or modification(s) thereto as may be agreed to between the Board and Shri Shailesh A. Shah;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Shailesh A. Shah, remuneration and perquisites not exceeding the ceiling laid down in Schedule XIII to the Companies Act, 1956, as may be decided by the Board of Directors

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Shri Shailesh A Shah;

RESOLVED FURTHER THAT, any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

9. To consider and if thought fit, to pass with or without modifications, the following resolutions as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, and pursuant to the recommendation of Recruitment & Remuneration Committee and Board of Directors vide their meetings held on 14.02.2013, consent of the members be and is hereby accorded to the remuneration paid to Shri Arvind S. Shah for the financial year ended 31st March, 2013, as minimum remuneration in view of the inadequacy of profits during his tenure from 1st April, 2012 to 31st March, 2013 as detailed in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, pursuant to the approvals of the Recruitment & Remuneration Committee and the Board of Directors accorded vide their meetings held on 14.02.2013, the excess remuneration paid by the Company to Shri Arvind S. Shah Director, during the financial year ended 31st March, 2013, as stated in explanatory statement of the Notice convening this meeting, be and is hereby ratified, confirmed, waived and approved by the members, subject to the approval of the Central Government;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Shri Arvind S. Shah;



RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

10. To consider and if thought fit, to pass with or without modifications, the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, and pursuant to the recommendation of Recruitment & Remuneration Committee and Board of Directors vide their meetings held on 14.02.2013, consent of the members be and is hereby accorded to the remuneration paid to Shri Ketan M. Shah for the financial year ended 31st March, 2013, as minimum remuneration in view of the inadequacy of profits during his tenure from 1st April, 2012 to 31st March, 2013 as detailed in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, pursuant to the approvals of the Recruitment & Remuneration Committee and the Board of Directors accorded vide their meetings held on 14.02.2013, the excess remuneration paid by the Company to Shri Ketan M. Shah Managing Director, during the financial year ended 31st March, 2013, as stated in explanatory statement of the Notice convening this meeting, be and is hereby ratified, confirmed, waived and approved by the members, subject to the approval of the Central Government;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Shri Ketan M. Shah;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

By Order of the Board  
**For Simplex Castings Limited**

**Registered Office**

601/602A, FAIRLINK CENTRE  
Off Andheri Link Road, Andheri (W)  
Mumbai – 400053  
Place: Mumbai  
Date: 27th July, 2013

**Monalisa Patni**  
Company Secretary



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**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be member of the Company. Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
3. An Explanatory Statement pursuant to section 173 of the Companies Act, 1956, in respect of item Nos. 7 to 10 mentioned in the above Notice is annexed hereto.
4. The final dividend as recommended by the Board of Directors, if declared at Annual General Meeting, will be paid to the members.

In order to enable the company to directly credit the dividend amount in the bank account;

- i. Shareholders holding shares in demat accounts are requested to update their bank account details / registered address / e-mail address with their respective Depository Participants. The address / bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants.
- ii. Members holding shares in physical form are requested to advise any change in their registered address or e-mail address, to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited quoting their folio number.

Shareholders holding shares in physical form are further requested that as per SEBI Circular No. CIR/MRD/DP/10/2013 dated 21.03.2013 it is mandatory for the shareholders to provide their bank details to necessitate the electric transfer of dividend and other cash benefits to their respective accounts. Therefore, provide the details of their bank details with respective the respective Depositories Participants so as to provision of the above said circular issued by SEBI.

5. The Terms and Conditions of Shri Arvind S. Shah's appointment as set out in the explanatory Statement may also be treated as an extract of the terms of draft agreement between Shri Arvind S. Shah and the Company under section 302 of the Companies Act, 1956.
6. The Terms and Conditions of Shri Shailesh A. Shah's appointment as set out in the explanatory Statement may also be treated as an extract of the terms of draft agreement between Shri Shailesh A. Shah and the Company under section 302 of the Companies Act, 1956.
7. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.

In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from 12th September, 2013 to 23th September, 2013 (both days inclusive) for determining the name of Members eligible for dividend on Equity Shares.
9. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred an amount of Rs 1,59,467/- the unpaid or unclaimed dividends to the Investor Education and Protection Fund (IEPF) established by the Central Government.



10. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of Annual Report to the Meeting along with the attendance slip.

**“Statement forming part of Explanatory Statement”**

The Statement of Disclosure pursuant to Section II of Part II of Schedule XIII of the Companies Act, 1956 Under Clause 1(c) (iv).

**I. GENERAL INFORMATION:**

1. Nature of Industry: Steel Industry
2. Date or expected date of commencement of Commercial production:  
Simplex Castings Limited was incorporated as a private company on 30th June, 1980 Subsequently, the Company got converted to Public Company in 1993.
3. In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus: **N. A.**
4. Financial performance based on given indicators;

	(₹ in Crores)	(₹ in Crores)
<b>Particulars</b>	<b>2012-13</b>	<b>2011-12</b>
Turnover (Net)	203.143	217.45
Profit After Tax	4.95	10.58

5. Foreign Investments or collaborations, if any: Nil

**II. INFORMATION ABOUT THE APPOINTEE**

1. Back ground Details:  
Shri Arvind S.Shah is Executive Chairman of the Company. He is 72 years of age and is an industrialist having diversified experience of more than 47 years in Steel Industry.  
Shri Shailesh A. Shah is Whole Executive Time Director of the Company. He is 50 years of age and is an BE., M. Tech having experience of more than 17 years in Steel Industry and Finance.
2. Past Remuneration in 2011-12: Shri Arvind Shah: ₹ 69,97,160/- & Shri Shailesh Shah: ₹ 45,93,602/-.
3. Job Profile: Shri Arvind Shah, Chairman and Shri Shailesh Shah, Executive Director.
4. Remuneration proposed: As mentioned in the explanatory statement in respect of Item No. 7 and 8 respectively.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:  
Considering the size of the company, the industry, experience of the appointees and the responsibilities to be shouldered by them, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.
6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial persons, if any:  
Beside their proposed remuneration and except the transactions as mentioned under the heading ‘Related Party Transaction’ in the Notes to the Accounts the appointees do not have any pecuniary relation with the managerial persons.

**III. OTHER INFORMATION**

1. Reasons of loss or inadequate profits:





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There are multiple roadblocks that hamper any move to accelerate development of an industry smoothly. Funding constraints, sluggish market conditions, lack of availability of Raw material, manpower shortage, shortage of market, etc.

2. Steps taken or proposed to be taken for improvement:

Management has taken all possible steps to reduce cost by way of- increasing productivity, Reducing rework/rejection, reducing surplus manpower etc.

3. Expected increase in productivity and profit in measurable terms:

No significant increase in production is planned at present. However all efforts are being made to increase the profit.

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 to the accompanying Notice dated 27th July, 2013:**

**Item No. 7: Appointment of Shri Arvind S. Shah.**

Shri Arvind S. Shah Whole time Director designated as Chairman of the Company. He is 72 years of age and is an industrialist having diversified experience of more than 47 years in Steel Industry.

The term of office of Shri Arvind S. Shah as Chairman expires on 31st December, 2012. The Board of the Directors of the Company at their meeting held on 2nd November, 2012 reappointed Shri Arvind S. Shah as the Chairman of the Company for a period of three years from 1st January, 2013 subject to the consent of the members of the Company on the following terms and conditions:

**TERMS OF REMUNERATION:**

1. ₹ 5,00,000/- per month as basic salary.
2. Commission at 0.5 % (point five percent) of the net profits calculated in accordance with section 269, 198, 349 and Schedule XIII of the Companies Act, 1956 subject to the ceiling of ₹ 10,00,000/- per annum.
3. Perquisites:

Perquisites listed under Part "A" below will be restricted to the annual salary as above or such higher limit as the Companies Act, 1956 may permit.

Part A:-

- i) Housing including gas, electricity, water and furnishings (non-interchangeable)
  - a) The expenditure by the Company for hiring accommodation, if necessary, will be subject to 50% of Salary over and above 10% payable by the Director himself.
  - b) The expenditure incurred by the Company on gas, electricity, water and furnishings will be evaluated as per the Income Tax Rules, 1962. This will however be subject to a ceiling of 10% of the Salary of the Director.
  - c) Where accommodation is owned by the Company, Shri Arvind S. Shah shall pay to the Company by way of rent 10% of salary. Whenever, Company does not provide accommodation, House Rent Allowance may be paid in accordance with (a) above.
- ii) Medical Benefits: For self and family, reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three months salary in a block of three years.
- iii) Leave Travel Concession: For self and family once a year in accordance with the rules of the Company.
- iv) Club Fees: Subject to a maximum of two clubs provided that no life membership or admission fee is paid.
- v) Personal Accident Insurance: An amount, the annual premium of which does not exceed ₹ 100000/- per annum.

**Part B:-**

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

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

**Part C:-**

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

None of the Directors of the Company, except Shri Arvind S. Shah is concerned or interested in this resolution.

**ITEM No. 8 Appointment of Shri Shailesh A. Shah.**

Shri Shailesh A. Shah is Whole time Executive Director of the Company. He is 50 years of age and is an BE., M.Tech having experience of more than 17 years in Steel Industry and Finance.

The term of office of Shri Shailesh A. Shah as Whole Time Director expires on 31st December, 2012. The Board of the Directors of the Company at their meeting held on 2nd November, 2012 reappointed Shri Shailesh A. Shah as Whole Time Director of the Company for a period of three years from 1st January, 2013 subject to the consent of the members of the Company on the following terms and conditions:

**TERMS OF REMUNERATION:**

- 1. ₹ 3,75,000/- per month as basic salary.
- 2. Commission at 0.25% (point two five percent) of the net profits calculated in accordance with section 269, 198, 349 and Schedule XIII of the Companies Act, 1956 subject to the ceiling of ₹ 5,00,000/- per annum.
- 3. Perquisites:

Perquisites listed under Part "A" below will be restricted to the annual salary as above or such higher limit as the Companies Act, 1956 may permit;



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#### Part A:-

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

#### Part B:-

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

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

#### Part C:-

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

None of the Directors of the Company expect Shri Shailesh A. Shah is concerned or interested in this resolution.

**ITEM 9 and 10**

The Financial Year 2012-13 was a year of challenges and uncertainties for most of the business in India more so also for the steel sector in which your Company is engaged. The Members are informed that as per financial results for the year 2012-13, the net profit of the company has substantially gone down. The reasons for low profit are the recession in the economy and particularly in the steel sector, and lack of orders in our products. The managerial remuneration paid on terms and condition as already approved. However due to inadequacy of profits, there is an excess payment over the minimum remuneration payable to the managerial persons under the schedule XIII as under:

<b>Names</b>	<b>Actual paid</b>	<b>As Per Schedule XIII</b>	<b>Excess</b>
Mr. Arvind K. Shah (Chairman)	66,84,116	48,00,000	18,84,116
Mr. Ketan M. Shah (Managing Director)	50,44,082	48,00,000	2,44,082

The remuneration paid to the above managerial persons during period ended 31st March, 2013 needs to be also approved by the members in view of the inadequacy of profits & also for waiver of excess remuneration paid.

In view of exemplary services being rendered by Shri Arvind S. Shah, as Chairman and Shri Ketan M. Shah, Managing Director, it is desirable to waive the excess remuneration paid to the said persons in the view of exemplary services rendered by them.

Waiver of excess of remuneration requires consent of the members as well as the approval of Central Government as required under sub-section 5B of Section 309 of the Companies Act, 1956. Therefore it is desirable to obtain the consents of the members of the Company through special resolution for waiver and to approach Central Government for its approval/consent.

None of the Directors of the Company, except Shri Arvind S. Shah & Shri Ketan M. Shah respectively is concerned or interested in the said resolutions.

By Order of the Board  
**For Simplex Castings Limited**

**Registered Office**

601/602A, FAIRLINK CENTRE  
Off Andheri Link Road, Andheri (W)  
Mumbai- 400 053

**Monalisa Patni**  
Company Secretary

Place: Mumbai

Date: 27th July, 2013



## 33rd Annual Report 2012 - 13

Particulars of the Directors Information required under clause 49IVG of the Listing Agreement with respect to the Directors retiring by rotation and eligible seeking appointment/ re- appointment at the ensuing Annual General Meeting:

Name of the Director	Ketan M. Shah	G. Gopal Swamy	Kisan R. Choksey	Arvind S. Shah	Shailesh A. Shah
Date of Birth	02.02.1966	25.11.1946	21.06.1938	02.02.1941	30.09.1963
Date of Joining the Board	12.03.1993	10.07.2010	22.03.1993	25.08.1980	01.08.2003
Qualification	B. E (Mech), M.B.A.	B.E (Mech), P.G.D.I.M., F.I.E.	B.Com.	B.Com	B.E, M. Tech
Expertise in Specific Areas	He has been on the board of Directors of the company as an Executive Director from 12th March, 1993 & has been appointed as MD of the Co. from 10th July, 2010 with the approval of Shareholders.	He has 43 years of work experience in the field of Iron & Steel sector. He was also working with Arcelor Mittal, as Project Head prior to joining us . He has also worked for SAIL for 17 years & was previously associated with us for around 10 years in sound capacity.	He is a Share Broker having his own stock broking Co. in Mumbai. He is having a vast experience in stock & securities. He was previously associated with the Bombay Stock Exchange as a Treasurer & Director, in different year of his career.	He is having experience of more than 47 years in steel industry. He is visionary, plans for projects, multifaceted and socially responsible.	He is having more than 17 years experience in shop floor foundry and operational experience in the factories of Simplex group. He is the Finance executive of the Company.
List of other Companies in which Directorship held as on March 31st 2013 (excluding Directorships in private, foreign companies & companies incorporate under section 25 of the Companies Act 1956)	1	Nil	1	Nil	1



## DIRECTORS' REPORT

To,  
The Members,  
Your Directors have pleasure in presenting are pleased to present the 33rd Annual Report and Statement of Accounts of your Company, for the year ended on 31st March, 2013.

**FINANCIAL RESULTS:**

Particulars	Financial year ended 31st March, 2013		Financial Year ended 31st March, 2012	
	₹ in Lacs		₹ in Lacs	
Operating Income		20,314.36		21745.00
Other Income		132.13		107.20
Total Receipts		20,446.49		21,852.20
EBIDTA		2871.11		3,600.67
Less: Interest & Financial Charges		1541.62		1482.50
Depreciation & Amortisation	645.40		577.94	
Less: Transfer from Revaluation Reserve	46.68	598.72	49.02	528.92
Profit Before Tax		730.77		1589.25
Less: Provision for current taxation		120.60		405.67
Less: Deffered Tax Liability/(Asset)		114.63		125.55
Profit for the year		495.54		1058.03
Add: Balance in P&L Account		1872.64		2006.16
Less: Previous Year adjustments (net)		(18.38)		17.67
Amount Available for appropriation		2386.56		3046.52
Appropriations:				
General Reserve		200.00		1000.00
Dividend		59.84		149.61
Tax on distributed Profits		9.71		24.27
Balance Carried forward to Balance Sheet		<b>2117.01</b>		<b>1872.64</b>

**DIVIDEND:**

The Board of Directors of the Company in their meeting held on 28th May, 2013 has recommended a dividend @ 10%, i.e. ₹ 1.00/- per equity share of the Company for the financial year ended on 31st March, 2013 on 5984200 Equity shares of ₹ 10/- each.

**PERFORMANCE REVIEW:**

The sales and other Income for the financial year 2012 -13 were ₹ 20,446.49 lacs as against ₹ 21852.20 lacs for the year 2011- 12, registering a minor decrease of 6.4% as compared to last year.

The Profit before tax was ₹ 730.77 lacs and Profit after tax was ₹ 495.54 lacs for the financial year under review as against ₹ 1589.25 lacs and ₹ 1058.03 lacs of the previous year, a decline of 54.02 % and 53.16 % over the last year's respective figures.

**FUTURE PROSPECTS:**

The Indian Steel industry plays a pivotal role in the progress of the economy. India has acquired a central position on the global steel map, ranking as the 4th largest producer of the steel in the global front .



### 33rd Annual Report 2012 - 13

Being a core sector, steel industry tracks the overall economic growth in the long term. As the demand is derived from various other sectors like automobiles, consumer durables and infrastructure, the future of the sector is dependent on the growth of these user industries.

And being a part of steel industry as a foundry manufacturing unit our Company has great future prospects. The Company is expected to gain a steady growth again and use the opportunity available in the Railway, Power and oil and gas industry. The combination of effective manufacturing costs with the good quality system would give an edge to the Company in terms of pricing, quality and demands. The present dullness is hoped to get cleared gradually.

The casting Industry supplied casting not only to the automotive industry but also for a number of other industries including railways, farming, public works machine tools and public services. It is indeed the backbone of many industries and the management of your company is ambitiously hopeful of increase in profitability and sustainability in near future.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information as required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure and forms part of this report.

#### **PUBLIC DEPOSITS:**

The Company has not accepted any deposit within the meaning of section 58A of the Companies Act, 1956 and the Rules made there under.

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

A report on Management Discussion and Analysis (MDA), which is forming part of this Report, inter-alia, adequately deal with the operations as also current and future outlook of the Company.

#### **PARTICULARS OF EMPLOYEES:**

Information pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms a part of this report and will be sent on demand to the shareholders. Any Shareholders interested in obtaining a copy of the said statement may write to the Company Secretary.

#### **BOARD OF DIRECTORS:**

Shri Ketan M. Shah, Shri G Gopalswamy and Shri Kisan R. Choksey, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Your Directors recommend their appointment.

Shri Arvind S. Shah and Shri Shailesh A. Shah has been re-appointed by the Board of the Directors, subject to the approval of members of the company for a further period of three year w.e.f. 1st of January, 2013.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
2. They have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent. The purpose was to give a true and fair view of the state of affairs your Company, and the profit of the Company at the end of the financial year.
3. The Directors took proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors prepared the annual accounts on a going concern basis.

**AUDITORS AND AUDITOR'S REPORT:**

M/s Taunk & Srikanth, Chartered Accountants, who are the Statutory Auditors of the Company, hold office until the conclusion of ensuing Annual General Meeting and are eligible for reappointment. The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for reappointment within the meaning of Section 226 of the said Act.

The Notes on Accounts referred to in the Auditor's Report are self-explanatory give complete information.

**COST AUDIT**

M/s. Arindam & Associates, Cost Accountants, Bhilai have been appointed as Cost Auditors of the company for financial year 2012-13 commencing 1st April, 2012. Audit of the Cost Accounts of the company for the year ended 31st March, 2013 will be conducted by the Cost Auditors and Cost Audit Report will be submitted to the Ministry of Corporate Affairs, Government of India within prescribed time.

**CORPORATE GOVERNANCE:**

The Company has been pro-active in following the principles and practices of good Corporate Governance. The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing agreements with the Stock Exchanges are complied in its letter and spirit. A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's auditors confirming the compliance of conditions on Corporate Governance as stipulated in Clause 49 of the listing agreement is annexed hereto.

**APPRECIATION:**

Your Directors wish to place on record their appreciation of the devoted services of the employees, who have largely contributed to the efficient management of your Company. The Directors also place on records their appreciation for the Company's valued customers, bankers, vendors, employee unions, Government authorities, shareholders and all other business associates for their continued support and confidence in the company and its management.

For and on behalf of the Board

Place: Mumbai

**(Arvind S. Shah)**

Date: 27th July, 2013

Chairman





## ANNEXURE TO THE DIRECTORS' REPORT

### a. CONSERVATION OF ENERGY

#### 1. Measures Taken:

In Bhilai Unit, the following measures have been taken for conservation of energy-

1. Automation of annealing furnace completed.
2. Capacitor provided in 3T induction furnace to control the power factor resulting energy saving.
3. Partially provided LED lights in machining shop.

In Urla unit, the following measures have been taken for conservation of energy-

1. We have replaced all the deteriorated capacitors and replaced with new capacitors and also connected a few new capacitors as per load. All for above power factor increases i.e. there a good energy saving.
2. We disconnected the most high power consumable welding rectifier machines and replaced with Inverter base Electronic Rectifier machine.
3. We replace all the high wattage bulbs and also some tube light and replaced with low wattage CFL.
4. We have newly connected drive in motor circuit of O.H. cranes new cranes running with drive.
5. We have changed the a few old motor and replaced with new motor, cranes a substantial amount of Energy Saving.

In Tedesara (III) Unit, the following measures have been taken for conservation of energy-

1. Installation of screw type rotatory Compressor.
2. Installation of Solar Power Plant having Capacity of 100Kwt.

#### 2. Measures Proposed:

In Bhilai Unit -

1. To introduce LED light in balance area of machine shop & foundry.
2. To avoid taking production in peak hours time.
3. To install variable frequency AC drive to control the speed of planner-I machine resulting saving of electricity.

In Urla Unit -

1. Replacement of one numbers of 300 cfm old Reciprocating Compressor by energy efficient 300 cfm screw compressor.
2. Installation of 6 numbers AC drive in different cranes.
3. Conventional light fitting will be replaced with T-5 fitting.
4. Plant Shed and Street light switching timing will be optimizing by using timer control.
5. Control device to restrict power draw above to maximum permissible loud.

#### 3. Impact of the measures :

In future years, we are expecting reduction in power consumption.

**FORM-A (As per rule 2)**

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:

**A. POWER AND FUEL CONSUMPTION**

<b>PARTICULARS</b>	<b>2012-13</b>	<b>2011-12</b>
<b>1. ELECTRICITY</b>		
a) Purchased Unit (Kwh in '000)	23731.504	26733.754
Total Amount (₹ in Lacs)	1373.99	1254.93
Rate /Unit (₹/ Kwh)	5.79	4.70
b) Own Generation		
1. Through Diesel Generators	NIL	NIL
2. Through Steam Turbine / Generator	NIL	NIL
<b>2 COAL (Specify Quality and where used)</b>	NIL	NIL
<b>3 A) FURNACE OIL</b>		
Qty (K. Ltr)	9902.85	1547.47
Total Amt (₹ in Lacs)	418.53	598.98
Avg Rate / ₹ Kltr.	42.26	38.71
<b>B) OTHERS</b>		
Qty (K Ltr)	NIL	NIL
Total Amt (₹ in Lacs)	NIL	NIL
Avg Rate / ₹ Kltr	NIL	NIL
<b>B. CONSUMPTION PER UNIT OF PRODUCTION:</b>		
Electricity (KWH /TON)	1633	1509
Furnace Oil (Ltr / Ton)	68	87

**FORM – B (As per rule 2)**

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

**A TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION**

Your company has always tried to develop, adopt and introduce newer technologies for benefit of the customers.

In Unit I – Your company has adopted and developed.

1. SG Iron pallet of M/S Tisco with the material specification 600/7 grade- Normally as per IS: 1865, elongation is 3% with tensile strength of 600MPA. But in this case we have developed the material having 7% elongation with same tensile strength.
2. GGG:40.3- This is a ductile Iron material in which impact test is mandatory.- We have developed this material from Wind Mill Castings and have achieved all the properties as per IS specification at -20 and -40 degree centigrade.

In Unit II – Your company has successfully developed -

1. The Bogie frame Assembly type HTCR-4 for Electro-motive Diesels a subsidiary to Proqren Rail Company in USA.
2. Assembly for GE transportation system a subsidiary to General Electric USA
3. Upper and lower Grinding Rings for M/S. Claudius Peters, GMBH
4. Creep Steel castings for Power Generation sector.



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In Unit III – Your company has developed-

1. Technologically Superior and difficult from manufacturing point of view, the Aeration inserts duly assembled in form of pannels for Claudius Peter Clinker Coolers.
2. Has successfully manufactured the 270 Hw stator frames weighing 63 Ton each- for BHEL
3. Has developed the Rocker Frames for M/s Lloyd Steel to suit the enhanced capacity of the Arc furnace, without Compromising any original design and safety features.

#### **B FOREIGN EXCHANGE EARNING AND OUTGO:**

Export activities: Please refer to clause “Exports” in main report. Total foreign

Exchange used and earned is as follows.

	(₹ In Lacs) Current Year	(₹ In Lacs) Previous Year
Foreign Exchange used:	262.41	118.82
Foreign Exchange Earned		
Export of goods on FOB basis	1035.78	648.60



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMIC OVERVIEW

The growth in the Indian economy slowed for second year in succession to 5% in 2012-13 against 6.2% in 2011-12, the lowest in the last decade as a result policy uncertainty resulting into weak growth in manufacturing, agriculture and service sectors. The Central statistics organization's advance estimate lowered growth in agriculture and allied activities to 1.8% in 2012-13 against 3.6% in 2011-12; manufacturing growth dropped to an estimated 1.9% in 2012-13 from 2.7% in 2011-12 while the services sectors grew at 8.6% in 2012-13 against 11.7% in the previous fiscal.

In 2012-13, the industrial sector was plagued by a slowdown in investment and consumption, driven by policy slowdown. The manufacturing sectors was impacted by declining private consumption, corporate investments and export demand. Overall, India's GDP growth expected to climb to 6-6.5% in 2013-14 (CRISIL estimates) due to a consumption a consumption revival. With advance economies expected to record only a slight improvement in growth and depleted domestic investment pipeline, India's GDP growth in 2013-14 will be largely dependent on revival of private consumption growth. Other factors expected to shape India's growth prospects in 2013-14 could comprise a pick-up in agriculture, normal monsoon, lower interest rates, higher government spending and increased private consumption.

### INDUSTRY STRUCTURE & DEVELOPMENT

The country's forging industry is under stress due to slowdown in the automotive sector and increasing input costs. The sector, which had grown by 18 per cent during 2011-12 over the previous financial year, is set to see a flat business during 2012-13, mainly impacted by the slowdown in the automotive industry.

The Indian Metal Casting (Foundry Industry) is well established & producing estimated 9.99 Million MT of various grades of Castings as per International standards However, Grey iron castings have the major share i.e. approx 68% of total castings produced. There are approx 4500 units out of which 85% can be classified as Small Scale units & 10% as Medium & 5% as Large Scale units. Approx 800 units are having International Quality Accreditation

### OPPORTUNITIES & THREATS

The Indian foundries have more opportunities in export market due to exchange rate variation. And there is a great demand for machined castings. And to grab this your company would be more competitive in prices then rest of the world and availability of Major Raw Material in local Market.

Our industry is facing threats from various factors such as the uncertain demand patterns of the customers, rising cost of inputs, tighter implementation of environmental laws, difficulty in finding money for modernization and expansion and the competition from unorganised sectors.

Your Company has the capacity to satisfy Customer's need for fully finished component due to ability of CNC machines at our end and is able to provide the final product out of one end as we are having all the facility under one roof- castings, fabrication, forging and machine. Simplex is continuously integrating its resource and investing in new technologies to achieve greater performance and long term growth and additional facilities added for manufacturing of technological equipments

Simplex is always believe in quality then quantity and for that we have adopted quality system certification like -AAR, ABS, LRS, ASME, API etc, adopted various other measures also such as cost control measures, weight reductions measures .Simplex has the trend of adopted corrective and preventive measures were required at the right time and place.

### RISK CONCERN

Risks are measured, estimated and controlled with the objective to minimize its affect. Irrespective of the type of risk or activity that creates it, the Company's fundamental approach to risk management remains the same:

- Forward looking approach to identify and measure risks.
- In-depth knowledge of the business and competitors
- Flexibility in risk identification and management



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The Company's has instituted a self governed risk management frame work based on identification of potential risk areas. The objectives of the Company's risk management framework comprise the following:

- To identify, asses, priorities and manage existing as well as emerging risk in a planned and cohesive manner
- To increase the effectiveness of the internal and external reporting structure
- To develop a risk culture that encourages employees to identify risks and associated opportunities, responding to them with appropriate timely actions.

The Company prioritised risks and attached each risk with a designated owner, who monitored the likelihood of occurrence and the probable impact on the business.

#### Internal Control System and their Adequacy

The Company has adequate Internal Control System commensurate with the size and nature of the business. This system has been designed to ensure that;

- All assets are acquired economically, used efficiently and protected against loss, destruction or unauthorized use.
- All resources are used efficiently and effectively.
- Accounting, Financial, and other Operational information are accurate, reliable and provided timely, and
- All applicable laws and internal policies are complied with in true spirit.

All the Company's major business process are currently run on latest ERP We have an internal audit function which is empowered to examine the adequacy and the compliance with policies and statutory requirements. The top management and the Audit Committee review the findings and recommendations in the Inter Audit Report, so that the corrective measures can be initiated as appropriate.

#### Operational and Financial performance

The Company has achieved a considerable growth in the financial performance during the year.

##### Total Revenue

Total Income of the Company for the financial year 2012 - 13 comprises of Net Sales, work contract receipt and other income amounts to ₹ 204.46 crores which was an decline by 6.43% over last year's figure.

##### Profit before Tax

Profit before tax for the year under review was ₹ 7.31 crores as compared to ₹ 15.89 crores for the last year.

##### Profit after Tax

Profit after tax for the year under review was ₹ 4.95 crores as compared to ₹ 10.58 crores for the last year.

##### Earnings per Share

Earnings per share for the year under review was ₹ 8.28 as compared to ₹ 17.68 for the last year.

##### Net Worth

Net worth of the Company for the financial year 2012-13 is ₹ 76.4.crores as against ₹ 73.3 crores of last year.

#### Forward Looking Statement

In this report the forward looking information if any is for enabling investors to comprehend our prospects and take investment decisions. The Company's actual results are subject to risks, uncertainties and even inaccuracies in our assumptions. The Company's actual results, performances or achievements may thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**CORPORATE GOVERNANCE REPORT**

The essence of Corporate Governance lies in its transparency, its efficiency lies in its ability to protect the stakeholders interest. Sound ethical practices, transparency in operations and timely disclosures go a long way to enhancing long-term shareholder value while safeguarding the interest of all the stakeholders. Clause 49 of the listing agreement with stock exchanges in India has set the benchmark compliance rules for a listed company and the baseline for governance standards.

Corporate governance is an integral part of the way your Company does business. Your Company's governance process and practices venture to achieve transparency and professionalism in action as well as the implementation of policies and procedures to ensure high ethical standards as well as responsible management. We also believe that Corporate Governance is a continuously improving process and are always striving towards achieving the highest standards possible.

**1. Board of Directors****Composition**

As on March 31st 2013, your Company's Board of the Directors of the Company consisted of eight Directors with varied experience in different areas. The composition of the Board is in conformity with the clause 49 of the provisions of Listing agreement, with 50% of the Board consisting of Independent Directors. The details of composition and categories of Directors are as follows.

Category	Name of Directors
Chairman	Arvind S. Shah
Managing Director	Ketan M. Shah
Executive Directors	Shailesh A. Shah
	Goverdhana Gopalswamy
Independent Directors	Kisan R. Choksey
	Hasmukhlal S Parikh
	Rajendra A Shah
	Shivji R. Shah

**Number of Board Meetings**

Total four meetings of the Board of Directors were held in the financial year 2012-13:

S. No	Date of Meetings	No. of Directors Presents
1.	14.05.2012	5
2.	10.08.2012	5
3.	02.11.2012	4
4.	14.02.2013	7

The company thus observed the provisions of listing agreement allowing not more than four months gap between two such meetings.

**Director's Attendance record and Directorships held**

Sr. No	Names of Directors	Number of Board Meetings Attended	Whether last AGM held on September 27, 2012 attended	Other Directorships held (including in Pvt. Co's) at year end	Number of Committee membership/ Chairmanship in other domestic companies as at year end
1	Shri. Arvind S Shah	1	Yes	4	-
2	Shri. Ketan M Shah	4	Yes	6	-
3	Shri. Shailesh A Shah	4	Yes	4	-
4	Shri. Kisan R Choksey	4	Yes	1	-
5	Shri. Shivji R Shah	1	No	1	-
6	Shri. H. S. Parikh	4	Yes	3	8
7	Shri. Rajendra A Shah	3	Yes	0	-
8	Shri G Gopalswamy	0	Yes	1	-

Yes- Attended

No -Not Attended



## 33rd Annual Report 2012 - 13

**2. Audit Committee**

As required under section 292A of the Companies Act, 1956 read with provisions of clause 49 of the Listing agreement with the stock exchange the Board constituted an Audit Committee. Audit Committee of the Board comprises of four independent Directors namely Shri Kisan R. Choksey, Chairman, and Shri Hasmukhlal S. Parikh, Shri Shivji R. Shah and Shri Rajendra A Shah as members. During 2012-13, a total of four Audit Committee meetings were held, dates mentioned below. The attendances of the members of the Audit committee were as follows:

Sr. No	Date of Audit Committee Meeting	Attendance of Directors			
		K.R.Choksey	H. S. Parikh	S. R. Shah	R. A. Shah
1	14.05.2012	Yes	Yes	Yes	Yes
2	10.08.2012	Yes	Yes	No	Yes
3	02.11.2012	Yes	Yes	No	No
4	14.02.2013	Yes	Yes	No	Yes

Yes- Attended

No -Not Attended

The terms of reference and the role of the Audit Committee is to overview the accounting systems, financial reporting and internal controls of the Company. The Executive Chairman, the Managing Director, the Finance Director, the Statutory and Internal Auditors are regularly invited to attend the meeting.

**3. Remuneration Committee**

Shri Kisan R Choksey is the Chairman of the Remuneration Committee and Shri H. S. Parikh and Shri Rajendra A. Shah are the members. The Committee has been constituted to review and recommend the remuneration policy of the Company and to recommend the revision in salary structure of Directors. During the Financial year under review, a total of two meeting of the Remuneration Committee were held on 02.11.2012 and 14.02.2013. The attendances of the members of the Audit committee were as follows:

Sr. No	Date of Remuneration Committee Meeting	Attendance of Directors			
		K. R.Choksey	H. S. Parikh	S. R. Shah	R.A. Shah
1	02.11.2012	Yes	Yes	No	No
2	14.02.2013	Yes	Yes	No	No

Yes- Attended

No -Not Attended

**4. Remuneration of Directors**

Details about Remuneration paid to the Chairman & Managing Director and the Whole time Directors in 2012-13 are as follows:

(Amt. in ₹)

Particulars	Arvind S. Shah (Chairman)	Ketan M. Shah (Managing Director)	Shailesh A. Shah (Executive Director)	Goverdhana Gopalswamy (Wholetime Director)
Salary	5750000	4312500	4312500	23,00,000
Benefit				
Allowance & perquisites	934116	731582	65630	-
Bonus	9000	9000	9000	-
Pension	-	-	-	-
<b>Fixed Component</b>				
Contribution to PF				
Superannuation & Gratuity	-	9360	9360	-
Commission	-	-	-	-
<b>Total</b>	<b>6693116</b>	<b>5062442</b>	<b>4396490</b>	<b>2300000</b>
<b>Grand Total</b>				<b>18452048</b>



Sitting Fees and remuneration paid to Non Executive Directors during the financial year 2012-13 are given below. Non Executive Directors are not entitled for any remuneration other than the sitting fees.

Sr. No.	Name of Non Executive Directors	Sitting Fees (in ₹)
1	Shri. Hasmukhlal S Parikh	85,000
2	Shri Kisan R Choksey	85,000
3	Shri Rajendra A Shah	65,000
4	Shri Shivji R Shah	20,000

#### 5. Share transfer cum Investor's Grievance Committee

Shri Kisan R Choksey is the Chairman of the Share transfer cum Investor's Grievance Committee and Shri Hasmukhlal S Parikh and Shri Rajendra A. Shah are the members. In the Financial year under review, the meeting of the Committee has not been held.

As on March 31, 2013 there were no requests pending for transfer of shares.

#### 6. General Body Meetings

Location and time where the last three Annual General Meetings were held:

AGM	Year	Venue	Date & Time	Whether Special Resolutions passed or not
32nd	2011-12	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001	27.09.2012 at 2.30 p.m.	No
31st	2010-11	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001	23.09.2011 at 2.30 p.m.	No
30th	2009-10	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001	17.09.2010 at 2.30 p.m.	Yes

Note: In the year 2009-10, Special Resolution (Special Business) was passed to authorize the Remuneration Committee of the Company to revise the salary structure of Shri Arvind S. Shah, Chairman, Shri Ketan M Shah, Managing Director and Shri Shailesh A. Shah, Executive Director from time to time within the slab permissible under the Act.

In the year 2011-12, Ordinary Resolution (Special Business) was passed pursuant to section 293(1)(d) of the companies Act, 1956, upto the limit so that the total amount of money so borrowed by the Directors shall not exceed the sum of Rs. 250 Crores (Rupees Two Hundred & Fifty Crores)

#### Whether Special resolutions:

a) Were put through postal Ballot last year	No
Details of Voting pattern	N.A.
Person who conducted the postal ballot exercise	N.A.
b) Are proposed to be conducted through postal ballot this year	No
Procedure for postal ballot	N.A.

#### 7. Disclosures

1. Disclosure on material transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management and their subsidiaries or their relatives, among others that may have potential conflict with the interest of the Company at large.

None of the transactions with any related parties were in conflict with the interests of the Company.

2. Details of non compliance by the Company, penalties strictures imposed by the stock exchanges / SEBI or any other statutory authority and any matter related to capital markets, during the last three years: None.

3. Though there is no formal whistle blower policy, the Company takes cognizance of complaints made and suggestions given by the employees and others. No person has been denied access to the Audit Committee.





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#### 8. Code of Conduct for Board Members and Senior Management

Your company has adopted a code of conduct for all the Board members and members of senior management, between whom it has been circulated and compliance thereto affirmed. The declaration to this effect from the Managing Director affirming compliance with the said code by all the Board members and members of senior management, to whom the code is applicable, is annexed separately to this Report.

9. As required by clause 49(V) of the Listing Agreement, the CEO / CFO Certificate for the FY 2012-13 signed by Mr. Ketan M Shah, Managing Director and Mr. P. M. Turate, Chief Financial Officer of the Company, giving annual certification on financial reporting and internal controls. Certificate for the financial year under review is enclosed at the end of this report.

#### 10. Means of Communication

- The quarterly financial results were published during the financial year in 'Economic Times' in English and 'Navbharat Times' in Marathi.
- Annual Report containing Director's Report, Auditor's Report and other important information as required to be set out in this has been sent to the members and other person entitled to receive this. Details of management discussion and analysis are printed in the annual report.

#### 11. General Shareholder's Information

- 33rd Annual General Meeting
 

Date	:	23rd September' 2013.
Time	:	3:00 PM
Venue	:	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce & Industry, Oricon house, 6th Floor, 12 K Dubhash Marg, Fort Mumbai 400001
- Financial Calendar
 

	:	01/04/2013 to 31/03/2014
Unaudited First Quarterly Results	:	On or Before 14th August, 2013
Unaudited Second Quarterly Results	:	On or Before 14th October, 2013
Unaudited Third Quarterly Results	:	On or Before 14th February, 2014
Unaudited Fourth Quarterly Results	:	On or Before 30th May, 2014
- Date of Book Closure
 

	:	12th September 2013 to 23rd September 2013 (both days inclusive)
--	---	--
- Dividend Payment Date
 

	:	On or before 30th September, 2013
--	---	-----------------------------------
- Listing
 

	:	Bombay Stock Exchange
	:	Delhi Stock Exchange
	:	M.P. Stock Exchange
- Stock Code
 

	:	BSE 513472
--	---	------------
- Trading Symbol
 

	:	Simplex Cast
--	---	--------------
- ISIN Number
 

	:	INE 658 D 01011
--	---	-----------------
- Monthly High and Low:

#### Bombay Stock Exchange

Month	Highest	Lowest	BSE Sensex Highest	BSE Sensex Lowest	Number of Shares Traded
April 2012	60.60	55.00	17664.10	17010.16	33316
May 2012	58.00	47.00	17432.38	15809.71	46531
June 2012	58.40	48.10	17448.48	15748.98	15956
July 2012	63.00	51.00	17631.19	16598.48	61276
August 2012	60.90	54.25	17972.54	17026.97	17748
September 2012	64.50	56.10	18869.94	17250.80	42134
October 2012	76.90	57.50	19137.29	18393.42	89327
November 2012	64.00	49.10	19372.70	18255.69	77529
December 2012	51.35	47.55	19612.18	19149.03	25677
January 2013	57.50	49.35	20203.66	19508.93	30971
February 2013	55.00	47.50	19966.69	18793.97	15820
March 2013	51.80	44.10	19754.66	18568.43	10086

**10 Registrar and Share Transfer Agents**

M/s. Link Intime India Pvt. Ltd.,  
C-13 Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West), Mumbai  
78, Phone No.:-022-25963838;  
Fax No.:- 022 2594 6969.

**11 Share Transfer System**

Applications for transfer of shares held in physical form may be sent either to the Company's Registrar & Share Transfer Agent or to the Company. All valid applications are processed within 30 days from the date of receipt and after being registered in the name of the transferee, the share certificates have been dispatched to the shareholders.

**12 Distribution of Shareholding as on 31.03.2013**

Slab	Total Number of Shareholders	Percentage (%)	Number of shares	Percentage (%) of Total Share Capital
Less than 500	4109	89.35	568098	9.49
501-1000	231	5.02	190307	3.18
1001-2000	108	2.35	161254	2.69
2001-3000	36	0.78	91929	1.54
3001-4000	21	0.46	74236	1.24
4001-5000	18	0.39	84323	1.41
5001-10000	21	0.46	161990	2.71
10001-above	55	1.19	4652263	77.74
Total	4599	100.00	5984400	100.00

**13. Shareholding Pattern as on 31.03.2013**

Sr. No	Category	No of Shares	% Shareholding
1	Promoters/ Persons acting in concert	3444436	57.56
2	Financial Institutions, Banks & Mutual Funds	1600	0.03
3	Corporate Bodies	465243	7.77
4	NRI, Foreign National, OCB's & FII's	156495	2.61
5	Indian Public	1910127	31.92
6	Clearing Member	6499	0.11
7	Trust	0	0.00
Total		5984400	100

**14 Dematerialisation details**

As on March 31st, 2013, 3,063 shareholders were holding 6,24,589 Equity shares in demat form which constitutes 93.98 % of the Share Capital of the Company.

**15 Outstanding GDRs/ADRs**

Not Applicable as the Company has not issued any GDRs/ADRs or any convertible instruments so far.

**16 Plant Location**

5, Industrial Estate, Bhilai,	Urla Industrial Estate, Raipur, (C.G.)-493221	223/2 & 224, Industrial Estate, Tedesara,
Durg, (C.G.)- 490 026	Phone-0771-2323805/ 2323483	Rajnandgaon-491443(C. G.)
Phone-0788-2382031/32	Fax No.0771-2324090	Ph-9203901697
		Fax No.: 07744-220972

**17 Address For Correspondence**

Simplex Castings Ltd.,  
601/602A, Fair Link Centre,  
Off Andheri Link Road,  
Andheri (West), Mumbai – 400 053  
Tele Fax: 022 40034768

**18 Email ID of Compliance Officer**

cs@simplexcastings.com

**33rd Annual Report 2012 - 13****12. Delisting of Securities**

The delisting application is pending before delisting committee at Delhi Stock Exchange

**13. Auditor's Certificate on Corporate Governance**

As required by clause 49 of the listing Agreement, the Auditors Certificate is given as an Annexure to the Directors Report.

**14. Green Initiative in Corporate Governance-**

We invite all our shareholders to visit our website at [www.simplexcastings.com](http://www.simplexcastings.com) who wish to register their e-mail IDs and Bank Account Details and take a step forward towards their contribution in the Green Initiative introduced by Ministry of Corporate Affairs.

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**ANNEXURE TO CORPORATE GOVERNANCE REPORT OF SIMPLEX CASTINGS LTD****Declaration regarding Affirmation of code of conduct**

In terms of the requirement of Clause 49 of the Listing agreement, this is to confirm that all members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the year ended March 31st, 2013.

**(Ketan M Shah)**  
Managing Director



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
**The Members of  
SIMPLEX CASTINGS LIMITED,**

We have examined the compliance of conditions of Corporate Governance by Simplex Castings Ltd. for the year ended on 31st March 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement(s).

We state that no investor grievances are pending for a period exceeding one month against the company as on 31st March, 2013 as per the records maintained by the Registrars and Share Transfer Agents of the Company and presented to the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Taunk & Srikanth**  
Chartered Accountant  
(Registration No. 001524C)

**(N. K. Taunk)**  
Partner  
Mem. No. 30421

**Place** : Bhilai  
**Date** : 28th May, 2013

**CERTIFICATE BY CHIEF OFFICER AND CHIEF FINANCIAL OFFICER****To**

The Board of Directors,  
Simplex Castings Limited,  
601/602A, Fair Link Centre,  
Off Link Road, Andheri (West)  
Mumbai – 400 053

**(In terms of clause 49 (V) of the Listing Agreement)**

I, Ketan M Shah, Managing Director along with Mr. P. M. Turate, Chief Financial Officer of the Company hereby certified to the Board that:

We, have reviewed financial statements and the cash flow statement for the year 2012 -13 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent or illegal or violative of Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
  - i) There has not been any significant change in the internal control over financial reporting during the year under review.
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements and,
  - iii) To the best of our knowledge and belief, there was no instance of any significant fraud during the year with the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**(Ketan M. Shah)**  
Managing Director

**(P. M. Turate)**  
Chief Financial Officer

Date : 28th May, 2013

Place : Mumbai



## INDEPENDENT AUDITORS' REPORT

To the Members of

**SIMPLEX CASTINGS LIMITED,**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Simplex Castings Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2013
- ii) in the case of the Statement of Profit & Loss, of the profit for the year ended on that date; and
- iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

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- (b) In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act;
- (e) On the basis of written representations received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of section 274(1)(g) of the Act.

**For M/s TAUNK & SRIKANTH**

Chartered Accountants

(Registration No. 001524C)

**(N. K. TAUNK)**

Partner

Membership No. 30421

Place : Mumbai

Dated : 28th May, 2013



### Annexure to the Auditors' Report

Statement referred to in Paragraph (1) of the Auditors' Report of even date to the Members of Simplex Castings Limited on the Financial Statements for the year ended 31st March, 2013.

- i) In respect of its Fixed Assets:-
  - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) In our opinion the company has not disposed of substantial part of the fixed assets during the year and the going concern status of the company is not affected.
- ii) In respect of its Inventories:-
  - a) As explained by the management, the Inventories have been physically verified by the management during the year.
  - b) In our opinion and according to the information and explanation given to us the procedures of physical verification of stocks followed by the management were found to be reasonable and adequate in relation to the size of the company and nature of business.
  - c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stock and book records were not significant and the same have been properly dealt with in the books of account.
- iii) In respect of the loans, secured and unsecured, granted or taken by the company to/from companies, firms and other parties covered in the register maintained u/s 301 of the Companies Act, 1956:-
  - a) The company has granted loan to one company covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance of the loan granted was same at ₹ 25.11 lacs (prev. yr ₹ 146.84 lacs). (Clause 4(iii)(a) of the Order)
  - b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loan has been granted to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956, were prima facie not prejudicial to the interest of the company. (Clause 4(iii)(b) of the Order)
  - c) According to the information and explanations given to us, there is no stipulation as to receipt of principal and interest. (Clause 4(iii)(c) of the Order)
  - d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956. (Clause 4(iii)(d) of the Order)
  - e) The company has taken loan from five companies covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 1222.63 lacs (prev. year ₹1150.25 lacs) and the year end balance was ₹ 1222.63 lacs (prev. year ₹ 1097.52 lacs) (Clause 4(iii)(e) of the Order)
  - f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loan has been taken from companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956, were prima facie not prejudicial to the interest of the company. (Clause 4(iii)(f) of the Order)
  - g) According to the information and explanations given to us, there is no stipulation as to repayment of principal and interest, even though interest is credited to the respective parties accounts at the year end. (Clause 4(iii)(g) of the Order)
- iv) In our opinion and according to the information and explanation given to us during the course of our audit, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchases of stores, raw-materials, plant & machinery, equipments and other assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- v) In respect of the transaction covered u/s 301 of the Companies Act 1956:-
  - a) In our opinion and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained u/s 301 of the Companies Act, 1956 have been so entered.
  - b) In our opinion and according to the information given to us the transactions made in pursuance of the contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956 aggregating during the year to ₹ 5,00,000/- or more in respect of any party were made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
- vi) The company has not accepted any deposits from the public during the year to which the directives issued by the





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Reserve Bank of India and the provisions of section 58A & 58AA or any other relevant provisions of the Act and the rules made thereunder are applicable.

- vii) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Record) Rules, 2011 prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix) In respect of statutory dues:-
- a) According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other dues have been regularly deposited with the appropriate authorities barring slight delay in few cases. According to the information and explanations given to us no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2013 for a period of more than six months from the date of becoming payable.
- b) The disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl No	Name of Statute	Nature of Dues	Forum where dispute is pending	Period	Amount ₹ in lacs*
1	Income Tax Act	Income Tax	Comm. of IT (Appeals)	F. Y. 2009-10	979.27

- x) The company does not have accumulated losses and has not incurred any cash loss during the financial year and in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us and the records examined by us, the Company has not defaulted in repayment of dues to financial institutions/banks. The Company has not issued any debentures.
- xii) In our opinion and according to the information and explanation given to us no loans or advances have been granted by the company on the basis of security by way of pledge of shares, debentures or other securities.
- xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Accordingly, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.
- xiv) In our opinion and according to the information and explanation given to us the company is not dealing in or trading in shares, securities and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.
- xv) The company has not given guarantee for loans taken by others from banks or financial institutions.
- xvi) In our opinion and on the basis of information and explanation given to us, the term loans were applied for the purpose for which they were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that the company has utilised ₹ 850.67 lacs raised from short term sources towards long-term investment.
- xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956.
- xix) In our opinion and according to the informations and explanations given to us the company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.
- xx) During the period covered by our audit report, the company has not raised any money by way of public issue
- xxi) In our opinion and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

**For M/s TAUNK & SRIKANTH**  
Chartered Accountants  
(Registration No. 001524C)

**(N. K. TAUNK)**  
Partner

Place : Mumbai  
Dated : 28th May, 2013

Membership No. 30421



## BALANCE SHEET AS AT 31ST MARCH, 2013

	Note	31.03.2013 ₹ in lacs	31.03.2012 ₹ in lacs
<b>A EQUITY AND LIABILITIES</b>			
<b>1) Shareholders' Funds</b>			
a) Share Capital	2	598.42	598.42
b) Reserves & Surplus	3	7,044.15	6,738.46
		<u>7,642.57</u>	<u>7,336.88</u>
<b>2) Non-Current Liabilities</b>			
a) Long Term Borrowings/SECURED LOAN	4	2,487.69	3,596.14
b) Deferred Tax Liability (net)	5	878.10	763.47
		<u>3,365.79</u>	<u>4,359.61</u>
<b>3) Current Liabilities</b>			
a) Short Term Borrowings	6	5,443.52	4,135.91
b) Trade Payables	7	3,046.81	4,055.47
c) Other Current Liabilities	8	3,385.72	3,336.71
d) Short Term Provisions	9	70.15	290.16
		<u>11,946.20</u>	<u>11,818.25</u>
	<b>TOTAL</b>	<u>22,954.56</u>	<u>23,514.74</u>
<b>B ASSETS</b>			
<b>1) Non-Current Assets</b>			
a) Fixed Assets	10	9,153.00	8,835.69
- Tangible Assets		8,711.81	8,308.37
- Intangible Assets		34.06	41.60
- Capital Work-in-Progress		407.13	485.72
b) Non-Current Investments	11	93.82	22.39
c) Long-Term Loans and Advances	12	482.32	814.34
d) Long-Term Trade Receivables	13	809.16	885.14
		<u>10,538.30</u>	<u>10,557.56</u>
<b>2) Current Assets</b>			
a) Inventories	14	5,753.44	6,215.98
b) Trade Receivables	15	4,968.28	4,981.62
c) Cash and Cash Equivalents	16	394.17	387.38
d) Short-Term Loans and Advances	17	1,259.17	1,335.62
e) Other Current Assets	18	41.20	36.58
		<u>12,416.26</u>	<u>12,957.18</u>
	<b>TOTAL</b>	<u>22,954.56</u>	<u>23,514.74</u>

Significant Accounting Policies - 1  
Notes on Financial Statement - 2 to 32

In terms of our report of even date

For and on behalf of the Board

For M/s TAUNK & SRIKANTH  
Chartered Accountants

(Ketan M. Shah)  
Managing Director

(N.K. TAUNK)  
Partner

(Shailesh A. Shah)  
Director

Place : Mumbai  
Date : 28th May, 2013



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Note	31.03.2013 ₹ in lacs	31.03.2012 ₹ in lacs
<b><u>INCOME :</u></b>			
Revenue from Operations	19	20,314.36	21,745.00
Other Income	20	132.13	107.20
<b>Total Revenue :</b>		<b>20,446.49</b>	<b>21,852.20</b>
<b><u>EXPENDITURE :</u></b>			
Cost of Materials Consumed	21	11,167.53	12,859.67
Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in Trade	22	25.13	-980.60
Employee Benefits Expense.	23	1,616.20	1,520.04
Finance Costs	24	1,541.62	1,482.50
Depreciation & Amortisation Expense	25	598.72	528.92
Other Expenses	26	4,766.52	4,852.42
<b>Total Expenses :</b>		<b>19,715.72</b>	<b>20,262.95</b>
Profit Before Tax		730.77	1,589.25
<b><u>Tax Expenses</u></b>			
- Current Tax		120.60	405.67
- Deferred Tax Liability/(Asset)		114.63	125.55
- Provision for Fringe Benefit Tax			
<b>Profit for the year</b>		<b>495.54</b>	<b>1,058.03</b>
Earnings per Share of face value of Rs. 10 each Basic and Diluted (in Rupees)	30	8.28	17.68

Significant Accounting Policies-1  
Notes on Financial Statement-2 to 32

In terms of our report of even date

For M/s TAUNK & SRIKANTH  
Chartered Accountants

**(N.K. TAUNK)**  
Partner

Place : Mumbai  
Date : 28th May, 2013

For and on behalf of the Board

**(Ketan M. Shah)**  
Managing Director

**(Shailesh A. Shah)**  
Director



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	2012-2013 ₹ in lacs	2011-2012 ₹ in lacs
A. Cash Flow from Operating Activities		
Net Profit before Tax and Extra-Ordinary items	730.77	1,589.25
Adjustments for:		
- Depreciation	598.72	528.92
- Interest expenses	1,392.99	1,292.66
- (Profit)/Loss on Sale of Assets	(2.53)	(1.04)
- Dividend Income	(0.11)	(0.40)
- Agricultural Income	(5.00)	(4.50)
- Effect of Exchange Rate Change	(92.00)	-
- Capital Gains	(11.26)	-
Operating Profit before Working Capital Changes	2,611.58	3,404.89
Adjustment for:		
Inventories - (Increase) / Decrease	462.54	(1,199.34)
Trade Receivables - (Increase) / Decrease	89.32	314.91
Other Receivables - (Increase) / Decrease	173.97	(534.70)
Trade & Other Payables - Increase / (Decrease)	(1,076.38)	1,022.39
Cash generated from Operations	2,261.03	3,008.15
Direct Taxes (incl FBT) paid	(293.10)	(534.92)
Cash Flow before Extra Ordinary Items	1,967.93	2,473.23
Net Prior Year Adjustments	(4.27)	(1.41)
Net Cash generated from Operating Activities	1,963.66	2,471.82
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(699.48)	(2,316.51)
Sale of Fixed Assets	59.92	1.53
Dividend Received	0.11	0.40
Agricultural Income	5.00	4.50
Purchase of Long Term Investments	(71.43)	(8.44)
Net Cash used in Investing Activities	(705.88)	(2,318.52)
C. Cash Flow from Financing Activities		
Borrowings from Bank (Short Term)	1,307.61	(27.39)
Proceeds from Bank Borrowings (Long Term)	-	1,568.50
Repayment of Bank Borrowings (Long Term)	(1,052.46)	-
Other Borrowings - Increase / (Decrease)	90.95	(246.65)
Interest Paid	(1,427.14)	(1,199.80)
Dividend Paid	(145.68)	(144.18)
Dividend Tax Paid	(24.27)	(24.27)
Net Cash from Financing Activities	(1,250.99)	(73.79)
Net Increase in Cash & Cash Equivalents (A+B+C)	6.79	79.51
Cash & Cash Equivalent as on 1st April, 2012	387.38	307.87
Cash & Cash Equivalent as on 31st March, 2013	394.17	387.38

Note:- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standards(AS-3) "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

In terms of our report of even date

For and on behalf of the Board

For M/s TAUNK & SRIKANTH  
Chartered Accountants

(Shailesh A. Shah)  
Director

(N.K. TAUNK)

Partner

Place : Mumbai

Date : 28th May, 2013

(Ketan M. Shah)  
Managing Director



### Notes on Financial Statements for the year ended 31st March, 2013

#### NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

##### a. Basis of Accounting

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

##### b. Revenue Recognition

Sale Revenue represents revenue earned (net of returns, discount and allowances) from the sale of products & services. Sale revenue is recorded when the goods are despatched.

##### c. Capital Subsidy

Amount received as capital subsidy from the government for setting up an industrial undertaking in a backward area is credited to Capital Reserve.

##### d. Fixed Assets & Depreciation

###### Gross Block

\* All fixed assets except Land, Building and Plant & Machinery acquired before 1992 are stated at cost. Fixed Assets which are revalued by the company are stated at their revalued book value. The increase in the revalued amount over their historical cost has been credited to Revaluation Reserve.

All costs, relating to the acquisition and installation of fixed assets are capitalised and include financing costs relating to borrowed funds attributable to construction or acquisition of fixed assets upto the date the industrial unit started production.

###### Depreciation

\* The Company provides depreciation under written down value method (at rates prescribed under Schedule XIV of Companies Act, 1956) except in the case of Building and Plant & Machineries in which case depreciation is provided as per straight line method pursuant to section 205(2)(b) of Companies Act, 1956.

\* In the case of revalued assets, the additional charge of depreciation pertaining to revaluation amount is withdrawn from the Revaluation Reserve and adjusted to the depreciation charged in accounts.

\* Depreciation on addition to or sale/discardment of assets is calculated prorata from the date of such additions or upto the date of sale/discardment as the case may be.

\* Intangible Assets are stated at cost of acquisition less accumulated amortisation. Computer Software (Purchase cost, User licence fees etc.), Technical Know-how are amortised over a period of 4 years. Amortisation is done on Straight Line Method.

##### e. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss A/c in the year in which the asset is identified as impaired.

##### f. Investments

Investments are stated at cost. Provision for diminution in the value of the long term investments are made only if in the opinion of the management, the decline is other than temporary.

**g. Inventory**

- \* Raw and Packing Materials are valued at cost or market value whichever is lower. Cost includes taxes and duties other than credits under CENVAT.
- \* Finished and Semi finished goods are valued at lower of cost and net realisable value. They include cost of conversion and other costs incurred in bringing them to their present condition. Stock against cancelled orders or without any sale orders are suitably depreciated as market value is not ascertainable
- \* Works contract in progress are valued at lower of cost or net realisable value for the Company.

**h. Borrowing Cost**

Borrowing costs that are attributable to the acquisition, production or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

**i. Excise & Customs Duty**

- \* Excise duty payable on the finished goods is accounted for on the clearance of goods from the factory and the liability is provided at the end of the year only on the finished goods stock lying in the factory.
- \* Customs duty is accounted for on the clearance of goods from the port / bonded warehouse and the liability of the same is provided at the end of the year on rawmaterial stock in custom bonded warehouse or under clearance.
- \* CENVAT allowed on the raw material consumed in production of finished goods and in semi finished goods is reduced in material consumption.

**j. Foreign Exchange Transactions**

- \* Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- \* Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- \* Exchange differences arising either on settlement or on translation of monetary items are recognised as income or expenses in the year in which they arise, except in cases where they relate to acquisition of fixed assets in which case they are adjusted in the carrying cost of fixed assets.

**k. Retirement Benefits**

- \* The Company has taken a policy under Group Gratuity Scheme with the Life Insurance Corporation of India. The company is liable to make up for the contribution in case funds in the hands of the trustees are insufficient to meet the actual claims of the employees under the rules of the fund.
- \* Leave Encashment is accounted for on actual payment.

**l. Works Contracts**

- \* The Company is accounting for all contracts in accordance with AS-7 issued by The Institute of Chartered Accountants of India on "Percentage of Completion method".

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- \* Income in respect of various works contract is recognised considering reasonableness of its realisability. Income recognition is by way of actual payments received by the Company (excluding un-adjusted advance), against bills raised. Deferred receivables are not accounted as income till its realisation.
- \* Claims made on account of escalation are recognised as revenue only to the extent of the realisation of the amount of the claim.

**m. Export incentives are accounted for on cash basis****n. Research and Development Expenditure**

Revenue Expenditure, including overhead on research and development, is charged to profit & loss a/c as expenditure through the natural heads of expenses in the year in which it is incurred.

**o. Miscellaneous Expenditure (to the extent not written off or adjusted)**

Share Issue expenses is written off in ten yearly instalments.

**p. Taxation**

- \* Provision for taxation is made in accordance with the income tax laws and rules prevailing at the time of the relevant assessment years.
- \* Deferred tax liability is recognised for all timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. It is quantified using the tax rates and laws enacted or substantively enacted as on Balance Sheet date.
- \* Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- \* Provision for Wealth tax is made in accordance with the tax laws and rules prevailing at the time of the relevant assessment years.

**q. Provisions & Contingent Liabilities**

Provisions are recognised in the accounts in respect of present probable obligations, the amount of which can be reliably estimated.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.



**NOTE 2 - SHARE CAPITAL**

				As at 31.03.2013 ₹ in lacs	As at 31.03.2012 ₹ in lacs
a)	AUTHORISED : 7500000 Equity Shares of ₹ 10/- each.	<b>TOTAL :</b>		750.00	750.00
				750.00	750.00
b)	ISSUED : 6093000 Equity Shares of ₹ 10/- each.	<b>TOTAL :</b>		609.30	609.30
				609.30	609.30
c)	SUBSCRIBED & PAID UP : 5984200 Equity Shares of ₹ 10/- each.	<b>TOTAL :</b>		598.42	598.42
				598.42	598.42

d) Rights of shareholders:  
The Company has only one class of Equity Shareholders. Each holder is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval by the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the shareholders of equity shares are eligible to receive in proportion to their shareholdings, the remaining assets of the company after distribution of all preferential amounts.

e) Reconciliation of the shares outstanding at the beginning and at the end of the year

	2013		2012	
	No. in lacs	₹ in lacs	No. in lacs	₹ in lacs
At the beginning of the year	59.84	598.42	59.84	598.42
At the end of the year	59.84	598.42	59.84	598.42

f) Shareholders holding more than 5% shares in the company

Name	2013		2012	
	Shares held	% of Holding	Shares held	% of Holding
Ketan M Shah	485,450	8.11%	485,450	8.11%
Shailesh A Shah	345,763	5.78%	345,763	5.78%
Amrit A Shah	733,826	12.26%	697,826	11.66%
Prabha M Shah	696,600	11.64%	696,600	11.64%

**NOTE 3 - RESERVES & SURPLUS**

A.	Capital Reserves : As per last Balance Sheet			6.25	6.25
B.	Revaluation Reserve : As per last Balance Sheet			348.45	397.47
				348.45	397.47
	Less: Transfer to Profit & Loss A/c		46.68		49.02
				46.68	49.02
				301.77	348.45
C.	Share Premium Account : As per last Balance Sheet			511.12	511.12
D.	General Reserve : As per last Balance Sheet			4,000.00	3,000.00





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				As at 31.03.2013 ₹ in lacs	As at 31.03.2012 ₹ in lacs
	Add : Transfer from Profit & Loss A/c			200.00	1,000.00
				4,200.00	4,000.00
E.	Profit & Loss Account As per last Balance Sheet			1,872.64	2,006.16
	Add: Profit for the year			495.54	1,058.03
	Less: Appropriation				
	- Prior Period Adjustments			(18.38)	17.67
	- Proposed Dividend @ 10% (25%)			59.84	149.61
	- Tax on Proposed Dividend			9.71	24.27
	- Transfer to General Reserve			200.00	1,000.00
				251.17	1,191.55
				2,117.01	1,872.64
F.	Foreign Currency Monetary Item Translation Difference A/c			(92.00)	-
		<b>TOTAL :</b>		7,044.15	6,738.46

**NOTE 4 - LONG TERM BORROWINGS**

				As at 31.03.2013 ₹ in lacs	As at 31.03.2012 ₹ in lacs
	Secured				
	Term Loan - from banks			1,162.86	2,342.75
	Vehicle Loans - from banks			2.66	22.17
				1,165.52	2,364.92
	Un-secured				
	Unsecured Loans from Directors			221.51	251.01
	Unsecured Loans from Companies			1,086.39	969.08
	Security Deposits			14.27	11.13
				1,322.17	1,231.22
		<b>TOTAL :</b>		2,487.69	3,596.14

- 1) Term Loans from Banks (State Bank of India (SBI) & Bank of Baroda (BOB)) are secured by 1st Pari Passu charge by way of Equitable Mortgage of factory leasehold land located at Bhilai and Urla including hypothecation of Plant & Machineries and entire existing and proposed Fixed Assets of the company and 2nd Pari-passu charge on the entire Current Assets of the company by way of hypothecation/pledge.
- 2) Vehicle Loans from Banks are secured by Hypothecation of respective vehicles purchased under the loan.



**NOTE 5 - DEFERRED TAX LIABILITIES (NET)**

				As at 31.03.2013 ₹ in lacs	As at 31.03.2012 ₹ in lacs
Deferred tax liabilities Tax effect due to - Difference between written down value of assets under the Companies Act, 1956 and the Income Tax Act, 1961.				889.20	773.20
		<b>TOTAL :</b>		889.20	773.20
Deferred tax assets Tax effect due to - Expenses allowable on payment basis				11.10	9.73
		<b>TOTAL :</b>		11.10	9.73
Net Deferred Tax Liability				878.10	763.47
Net Deferred Tax expense for the year				114.63	

**NOTE 6 - SHORT TERM BORROWINGS**

Secured					
Cash Credit - from banks				3,019.71	1,435.22
Working Capital Demand Loan - from banks				1,920.80	2,550.69
Stand-by Line of Credit				499.69	50.00
Export Packing Credit				-	100.00
Un-Secured					
Overdrawn Bank Balance				3.32	-
		<b>TOTAL :</b>		5,443.52	4,135.91

- 1) Cash credit, WCDL, Stand-by line of credit & Export Packing credit facility from Banks (State Bank of India (SBI) and Bank of Baroda (BOB)) under Cash Credit facilities are secured by 1st Pari Passu charge by way of Hypothecation / Pledge of entire Current Assets including Raw-Materials, Stock-in-Process, Finished Goods, Stores & Spares at factory premises or such other places as may be approved by bank and assignment of Book Debts both present and future and 2nd Pari-passu charge on the entire Fixed Assets (existing & proposed) of the company by way of hypothecation/mortgage.

**NOTE 7 - TRADE PAYABLES**

Sundry Creditors				3,046.81	4,055.47
		<b>TOTAL :</b>		3,046.81	4,055.47

There are no Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2013. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the information available with the Company.

**NOTE 8 - OTHER CURRENT LIABILITIES**

				As at 31.03.2013 ₹ in lacs	As at 31.03.2012 ₹ in lacs
	Current Maturities of Long Term Borrowings			1,200.00	1,050.00
	Vehicle Loans - from banks			21.02	24.08
	Accrued Interest on Long Term Borrowings - Banks			32.80	66.83
	Accrued Interest on Long Term Borrowings - Others			169.10	169.22
	Advances from Customers			665.64	1,018.59
	Liabilities for Expenses			1,098.80	771.88
	Other Liabilities			170.32	212.00
	Unpaid Dividend *			28.04	24.11
	<b>TOTAL :</b>			<b>3,385.72</b>	<b>3,336.71</b>

\* Does not include any amount due and outstanding to be credited to the Investor Education and Protection Fund.

**NOTE 9 - SHORT TERM PROVISIONS**

	Tax Provision net of Payments			-	115.61
	Proposed Dividend			59.84	149.61
	Tax on Dividend			9.71	24.27
	Provision for Wealth Tax			0.60	0.67
	<b>TOTAL :</b>			<b>70.15</b>	<b>290.16</b>



**NOTE 10 - FIXED ASSETS :**

Particulars	GROSS BLOCK		DEPRECIATION		NET BLOCK					
	As on 31.03.2012	Additions/ Adjustments during the year	Deductions/ Adjustments during the year	Total as on 31.03.2013	Up to 31.03.2012	Adjustments /Deductions	Provided during the year	Total upto 31.03.2013	As on 31.03.2012	As on 31.03.2013
<b>Tangible Assets:</b>										
Land	587.35	62.13	15.70	633.78	-	-	-	-	587.35	633.78
Building	2,810.87	341.43	-	3,152.30	955.28	-	89.69	1,044.97	1,855.59	2,107.33
Plant & Machinery	8,992.31	576.39	11.02	9,557.68	3,611.16	6.83	396.02	4,000.35	5,381.15	5,557.33
Mould Boxes	1,127.09	55.37	-	1,182.46	929.21	-	67.38	996.59	197.88	185.87
Patterns	994.29	-	-	994.29	974.43	-	5.96	980.39	19.86	13.90
Office Equipments	84.13	4.85	-	88.98	47.51	-	5.65	53.16	36.62	35.82
Furniture & Fixtures	89.99	5.05	-	95.04	60.96	-	5.75	66.71	29.03	28.33
Computers	200.84	8.83	-	209.67	173.94	-	13.83	187.77	26.90	21.90
Vehicles	418.56	0.30	30.17	388.69	244.57	26.63	44.46	262.40	173.99	126.29
Jigs & Fixtures	0.25	1.45	-	1.70	0.25	-	0.19	0.44	-	1.26
<b>Sub-total</b>	15,305.68	1,055.80	56.89	16,304.59	6,997.31	33.46	628.93	7,592.78	8,308.37	8,711.81
<b>Intangible Assets:</b>										
Software	66.58	8.93	-	75.51	24.98	-	16.47	41.45	41.60	34.06
Know-how	70.25	-	-	70.25	70.25	-	-	70.25	-	-
Sub-total	136.83	8.93	-	145.76	95.23	-	16.47	111.70	41.60	34.06
<b>TOTAL : ₹</b>	15,442.51	1,064.73	56.89	16,450.35	7,092.54	33.46	645.40	7,704.48	8,349.97	8,745.87
Prev. Year : ₹	13,533.40	1,950.13	41.02	15,442.51	6,560.29	45.69	577.94	7,092.54	6,973.11	8,349.97
Capital Work in Progress :										
Building									303.52	184.27
Plant & Machinery									182.20	222.86
									485.72	407.13
<b>GRAND TOTAL</b>									8,835.69	9,153.00



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NOTE 11 - NON-CURRENT INVESTMENTS		As at 31.03.2013 ₹ in lacs	As at 31.03.2012 ₹ in lacs
LONG TERM INVESTMENTS			
a)	Trade Investment : Simplex Mash - (Note below)	79.87	8.44
b)	Non Trade Investment : Quoted (Fully paid equity shares) 7200 Equity Shares of Rs. 10/- each of Industrial Development Bank of India. (Incl 2700 Bonus) (M.V. as on 31.03.2013 Rs. 5.78 lacs - previous year Rs. 7.54 lacs )	5.85	5.85
c)	Investment in Mutual Funds SBI MF - Magnum Comma Fund 24956 Units of Rs. 10/ each. (M.V. as on 31.03.2013 Rs. 4.58 lacs - previous year Rs. 5.25 lacs )	2.74	2.74
	SBI MF - PSU Fund 50000 Units of Rs. 10/ each. (M.V. as on 31.03.2013 Rs. 3.82 lacs - previous year Rs. 4.22 lacs )	5.00	5.00
d)	In Government Securities : Unquoted 7 years National Saving Certificates deposited with Superintendent, Central Excise, Bhilai.	0.30	0.30
	NSC deposited with Sales Tax Dept. S. R. Post Master, Raipur	0.05	0.05
		0.01	0.01
<b>TOTAL :</b>		93.82	22.39

## Notes:

Simplex Mash is a subsidiary, registered as a limited liability partnership (LLP), in Temirtau City, Kazakhstan. Also refer clause (c) of Note 32.

## NOTE 12 - LONG TERM LOANS &amp; ADVANCES

(unsecured &amp; considered good)

Capital Advances		23.17	309.83
Loans & Advances to Related Parties		25.11	146.84
Other Deposits (S.D.)		292.49	247.36
Other Loans & Advances			
- Tax Payment net of Provisions		56.78	-
- Other Advances		84.77	110.31
<b>TOTAL :</b>		482.32	814.34



<b>NOTE 13 - LONG TERM TRADE RECEIVABLE</b> (unsecured & considered good)				<b>As at 31.03.2013 ₹ in lacs</b>	<b>As at 31.03.2012 ₹ in lacs</b>
	Long Term Trade Receivables			809.16	885.14
	<b>TOTAL :</b>			809.16	885.14

**NOTE 14 - INVENTORIES.**  
(At lower of cost & net realisable value)

	a) Raw-materials, Components, Stores & Spares			1,911.57	2,348.98
	b) Semi-finished goods			2,889.78	2,956.14
	c) Finished goods			868.76	649.38
	d) Works Contract in Progress			83.33	261.48
	<b>TOTAL :</b>			5,753.44	6,215.98

**NOTE 15 - TRADE RECEIVABLE**  
(unsecured & considered good)

	a) Due over six months			484.50	391.22
	b) Other Debts			4,483.78	4,590.40
	<b>TOTAL :</b>			4,968.28	4,981.62

**NOTE 16 - CASH AND CASH EQUIVALENTS**

	Cash on hand			2.73	3.84
	Balance with Banks				
	- in current account			11.18	31.53
	- in time deposit *			352.22	327.90
	- in unclaimed dividend accounts			28.04	24.11
	<b>TOTAL :</b>			394.17	387.38

\* Time Deposits with the Banks are endorsed and pledged with State Bank of India and Bank of Baroda towards:

	i) Security for Bank Guarantees against EMD/Performances/Advances			226.75	176.64
	ii) Margin Money for Letter of Credit			125.47	151.26
	<b>TOTAL :</b>			352.22	327.90

**NOTE 17-SHORT TERM LOANS & ADVANCES**  
(unsecured & considered good)

	Loans & Advances to Related Parties			24.16	3.46
	Balance with Excise/Sales Tax Dept.			221.92	265.40
	Other Loans & Advances			1,013.09	1,066.76
	<b>TOTAL :</b>			1,259.17	1,335.62



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<b>NOTE 18 - OTHER CURRENT ASSETS</b>				<b>As at 31.03.2013 ₹ in lacs</b>	<b>As at 31.03.2012 ₹ in lacs</b>
	Interest Accrued on Deposits (Banks & Others)			36.20	32.08
	Income Receivable on Investments			5.00	4.50
	<b>TOTAL :</b>			41.20	36.58

**NOTE 19 - REVENUE FROM OPERATIONS :**

	Sale of Products			21,505.62	23,118.65
	Job Contract Receipts			300.29	338.52
	(TDS ₹ 10.55 lacs Pre. Yr. 12.88 lacs )				
	Works Contract Receipt			935.39	582.80
	(TDS ₹ 4.60 lacs - Pre. Yr. ₹ 2.79 lacs )				
	Other Operating Revenue				
				22,741.30	24,039.97
	Less: Excise Duty/Service Tax			2,426.94	2,294.97
	<b>TOTAL :</b>			20,314.36	21,745.00

Sales include sales of scrap & raw-materials. Sale of goods and job work receipts are exclusive of :

- Sales Tax ₹ 769.32 lacs (Prev. Year ₹ 707.56 lacs )

<b>PARTICULARS OF PRODUCT SOLD</b>				<b>2012-2013 ₹ in lacs</b>	<b>2011-2012 ₹ in lacs</b>
	C.I.Castings and Equipments			5,909.19	6,062.56
	Steel, SG Iron & Special Alloy Castings			11,033.77	12,816.92
	Fabricated Equipments			1,609.15	1,614.15
	MS / Forging quality Ingots			346.52	207.87
	Works Contract & Job Contract Receipts			1,180.16	921.32
	Others (Includes ancillary products)			235.57	122.18
	<b>TOTAL :</b>			20,314.36	21,745.00

**NOTE 20 - OTHER INCOME :**

	Miscellaneous Receipts			14.00	25.32
	Dividend Income (Gross)			0.11	0.40
	Profit on Sale of Assets			2.53	1.04
	Exchange Rate Fluctuation			4.60	14.79
	Interest (Gross)			53.60	47.42
	(TDS ₹ 6.20 lacs - Pre. Yr. ₹ 4.72 lacs )				
	Agricultural Income			5.00	4.50
	Sale of DEPB Licence			41.03	13.73
	Capital Gains			11.26	-
	<b>TOTAL :</b>			132.13	107.20



<b>NOTE 21 - COST OF MATERIALS CONSUMED :</b>				<b>2012-2013</b>	<b>2011-2012</b>
				<b>₹ in lacs</b>	<b>₹ in lacs</b>
Inventories (at Commencement)				2,348.98	2,130.24
Add : Purchase				10,730.12	13,078.41
(TCS ₹ 0.01 lacs - Pre. Year. ₹ 0.01 lacs )					
				13,079.10	15,208.65
Less: Inventories (at Close)				1,911.57	2,348.98
<b>NET CONSUMPTION</b>				<b>11,167.53</b>	<b>12,859.67</b>

**PARTICULARS OF MATERIALS CONSUMED :**

Iron Scrap (incl. Pig Iron & Sponge Iron)				2,075.05	2,279.91
Steel Scrap				2,583.44	3,053.37
Steel				678.62	983.40
Coke				135.71	154.40
Other Components etc.				5,694.71	6,388.59
				<b>11,167.53</b>	<b>12,859.67</b>

**NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS STOCK-IN-PROCESS & STOCK-IN-TRADE :**

Inventories (at Close)					
- Semi Finished goods				2,889.78	2,956.14
- Finished goods				868.76	649.38
- Works Contract in Progress				83.33	261.48
			(A)	3,841.87	3,867.00
Inventories (at Commencement)					
- Semi Finished goods				2,956.14	1,832.18
- Finished goods				649.38	1,054.22
- Works Contract in Progress				261.48	-
			(B)	3,867.00	2,886.40
<b>NET (INCREASE)/DECREASE :</b>			<b>(A - B)</b>	<b>25.13</b>	<b>-980.60</b>

**NOTE 23 - EMPLOYEE BENEFITS EXPENSE :**

Salaries, Wages & Bonus				1,265.77	1,193.47
Directors Remuneration				161.06	168.84
Contribution to PF & FPF				50.49	55.52
Gratuity				16.48	20.48
Welfare Expenses				122.40	81.73
			<b>TOTAL :</b>	<b>1,616.20</b>	<b>1,520.04</b>





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<b>NOTE 24 - FINANCE COST :</b>				<b>2012-2013</b>	<b>2011-2012</b>
				<b>₹ in lacs</b>	<b>₹ in lacs</b>
Interest Expenses				1,196.24	1,099.71
- On Bank Borrowings				196.75	192.95
- On Others				1,392.99	1,292.66
Other Borrowing costs				148.63	189.84
<b>TOTAL :</b>				<b>1,541.62</b>	<b>1,482.50</b>

**NOTE 25 - DEPRECIATION & AMORTISATION EXPENSES :**

Depreciation and Amortisation				645.40	577.94
Less: Transfer from Revaluation Reserve				46.68	49.02
<b>TOTAL :</b>				<b>598.72</b>	<b>528.92</b>

**NOTE 26 - OTHER EXPENSES :**

Testing / Laboratory Charges				40.52	30.24
Off Loading/Contract Labour Charges				1,665.26	1,744.70
Power & Fuel				1,401.57	1,261.69
Freight/Forwarding/Handling Charges				421.24	546.43
Repairs & Maintenance					
Buildings		40.37			44.53
Plant & Machinery		174.69			265.02
Vehicles		65.92			87.05
Other Assets		77.90			67.56
				358.88	
Rent, Rates & Taxes				77.33	82.71
Insurance				37.61	43.83
Printing/Stationery/Postage/Telephone etc.				47.00	46.59
Legal/Professional/Consultancy Fee.				59.34	84.55
Advertisement/Sales Promotion/Subscription/Membership				87.56	53.48
Donation				1.74	56.63
Travelling & Conveyance Expenses				174.43	186.50
Commission				87.29	122.34
Payment to Auditors :					
- Audit Fees		3.75			3.75
- For Tax Audit		0.25			0.25
- Other Services		0.83			0.54
- Out of Pocket Expenses		0.05			0.04
				4.88	4.58
Sales Tax / Excise Duty / Service Tax				21.04	44.48
Miscellaneous Expenses				7.44	8.88
Bank Charges				14.45	8.51
Liquidated Damages (Net)				133.66	62.12
Exchange Rate Fluctuation/Fwd Contact Premium				125.28	-
<b>TOTAL :</b>				<b>4,766.52</b>	<b>4,852.42</b>



<b>NOTE 27 - CONTINGENT LIABILITIES :</b>		<b>As at 31.03.2013</b>	<b>As at 31.03.2012</b>
a)	Bank Guarantees (Time deposits pledged with banks agst. Above)	2,416.18 226.75	2,546.08 176.64
b)	Letters of Credit	2,509.31	3,025.21
c)	Excise/Service Tax matters	-	0.80
d)	Income Tax matters	979.27	158.43
f)	Penalties for late deliveries / liquidated damages in respect of contracts are accounted for as and when claims are received and accepted. Aggregate amount of possible claims as at the year end is not ascertained.		
g)	Pursuant to the judgement of the State Industrial Court, Raipur, on the labour case relating to strike declared in the year 1990, the Company has been directed to pay compensation to the retrenched workers amounting to ₹ 82.80 lacs in total. However the company has obtained a stay against the said order from the High Court, Bilaspur vide order dated 28.11.2001, on account of a petition contending the order which is yet to be heard. Since the management is hopeful of favourable decision, no provision has been made in the accounts for the said liability of ₹ 82.80 lacs.		
h)	Pursuant to the interim judgement of the Honourable High Court, Bilaspur in the case relating to levy of Terminal Tax by Municipal Corporation, Bhilai, the Company has been directed to deposit 50% of the tax demand for the period upto 31st December, 2001 subject to which the balance 50% has been stayed. Accordingly the company deposited ₹ 5.83 lacs on 14.02.02. However the said amount covers about 50% of the full liability (100%) upto 31.03.2005. The petition is yet to be heard. However from 2005-2006 onwards the company is making a provision / payment only for 50% of the tax liability for the respective year on the basis of the interim judgement. Since the management is hopeful of favourable decision no provision is being made in the accounts for the balance 50% of the liability.		

<b>NOTE 28 - INFORMATION REGARDING EXPORTS &amp; IMPORTS &amp; OTHER MATTERS</b>		<b>2012-2013 ₹ in lacs</b>	<b>2011-2012 ₹ in lacs</b>
1.	Earnings in Foreign Currency : - FOB value of Exports	1,035.78	648.60
2.	Value of Imports on CIF basis : - Raw materials & components - Capital Goods (Including under Install. & Capital Adv)	162.81 206.38	140.03 1180.71
3.	Value of imported & indogenous raw material & components consumed: - Imported at landed cost - Indegenously obtained (steel castings, forgings and bought-out spares, components & stores etc.) Percentage to total consumption: - Imported - Indigeneously obtained	168.24 10,999.29  1.51% 98.49%	116.74 12,692.93  1.30% 98.70%



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<b>NOTE 29 - EXPENDITURE IN FOREIGN CURRENCY</b> (subject to deduction of tax where applicable)				<b>2012-2013</b> ₹ in lacs	<b>2011-2012</b> ₹ in lacs
a)	Travelling Expenses			11.85	16.82
b)	Export Promotion Expenses			74.14	27.70
c)	Advertisement			-	3.78
d)	Licence & Registration			7.06	3.35
e)	Consumables/Tools & Tackles/Mc Maintenance			15.62	2.61
f)	Interest			140.19	64.56
g)	Contract Labour			13.55	-

**NOTE 30 - EARNINGS PER SHARE**

	Profit after Tax (₹ in lacs)			495.54	1,058.03
	Weighted average number of equity shares outstanding during the year.			5984200	5984200
	Basic earnings per share - Rupees (face value - ₹ 10/- per share.)			8.28	17.68
	Diluted earnings per share - Rupees (face value - ₹ 10/- per share.)			8.28	17.68

**NOTE 31 - RELATED PARTY DISCLOSURE**

Disclosure of related party transactions as per Accounting Standard - 18.

a)	<p>Related party and their relationship</p> <p>Subsidiary</p> <ul style="list-style-type: none"> <li>- Simplex Mash LLP</li> </ul> <p>Associates:</p> <ul style="list-style-type: none"> <li>- Sangam Forgings Pvt. Ltd.</li> <li>- Prabha Plantations Pvt. Ltd.</li> <li>- Sim Prabha Estates &amp; Trading Co. Pvt. Ltd.</li> <li>- Sim Amrit Estates &amp; Trading Co. Pvt. Ltd.</li> <li>- Simplex Developers Pvt. Ltd.</li> <li>- SEFW Projects Pvt. Ltd.</li> <li>- Simplex Tefico Industries Pvt. Ltd.</li> </ul> <p>Key Management Personnel:</p> <ul style="list-style-type: none"> <li>- Shri Arvind Shah</li> <li>- Shri Ketan M. Shah</li> <li>- Shri Shailesh A. Shah</li> <li>- Shri G Gopalswamy.</li> </ul> <p>Relatives of Key Management Personnel:</p> <ul style="list-style-type: none"> <li>- Smt. Prabha M. Shah</li> <li>- Smt. Monica S. Shah</li> <li>- Smt. Sangeeta K. Shah</li> <li>- Smt. Vinoda Gopalswamy</li> <li>- Shri G. Praveen.</li> </ul>				
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(₹ In lacs)

<b>b)</b>	<b>Transaction with Related Parties</b>	<b>Subsidiaries</b>	<b>Associates</b>	<b>Key Management Personnel</b>	<b>Relative of key Management Personnel</b>
	Sale of Goods (inclusive of sales tax)		421.88		
	Interest Received		(220.94)		
	Testing Charges Receipt		14.76		
	Purchase of Goods		(16.50)		
	Processing of Goods (expenses)		3.58		
	Commission paid on order/sales		(5.65)		
	Interest paid on loans/deposits		567.45	32.86	
	Rent Paid		(508.39)	(40.78)	28.80
	Hire Charges Payment		0.28		(29.45)
	Medical Aid		(1.00)		0.22
	Electricity Charges		72.94		(0.22)
	Remuneration / Salary		(85.93)	161.06	12.86
	Sale of Fixed Assets		136.24	(193.30)	(10.94)
	Purchase of Fixed Assets		(128.42)		
			21.02		
			(21.20)		
			2.40		
			(2.40)		
			-		
			(1.78)		
			7.63		
			-		

<b>c)</b>	<b>Balance with Related Parties</b>	<b>Subsidiaries</b>	<b>Associates</b>	<b>Key Management Personnel</b>	<b>Relative of key Management Personnel</b>
	Trade Receivables		350.78		4.04
	Trade & Other Payables		(293.98)		(3.74)
	Investments	79.87	92.79		10.60
	Loans & Advances	(8.44)	(12.78)		(0.72)
	Unsecured Loans		25.11	254.37	
			(146.84)	(291.79)	
			1222.63		
			(1097.52)		



d) Disclosure in respect of material transaction with related parties		2012-2013 ₹ in lacs	2011-2012 ₹ in lacs
Sale of good	Sangam Forgings Pvt. Ltd.	421.88	220.94
Purchase of good	Sangam Forgings Pvt. Ltd.	567.45	508.39
Loans & Advances	Sangam Forgings Pvt. Ltd.	25.11	146.84

**NOTE 32 - OTHER NOTES**

- a) Interest on Investments under lien & in custody of Govt. Departments and Export Incentives the quantum of which is un-ascertainable with reasonable certainty, continue to be accounted for on cash basis.
- b) As per the accounting policy followed by the company the valuation of Finished Goods is inclusive of excise duty. Accordingly the value of Finished Goods in Profit & Loss A/c include the amount of excise duty. Correspondingly the amount of such duty on finished goods has been debited to Excise Duty Expenses in the Profit & Loss A/c with an equivalent credit amount carried forward in the Balance Sheet under the head 'Liability for Expenses'. As a result the effect of the same on the profit for the year is 'Nil'.
- c) On 8th July, 2011, a wholly owned subsidiary 'Simplex Mash' was registered in Temirtau city, Kazakhstan, as a Limited Liability Partnership (LLP). The initial capital contribution of \$ 1,000 (₹ 51,820/-) and \$ 144,840 (₹ 79,34,971/-) other payments towards formation & other related expenditure has been made by Simplex Castings Ltd. This includes \$ 128,560 (₹ 71,43,111/-) invested during the year by way of transfer to the Bank a/c of Simplex Mash for Kazag Governmental expertise on further feasibility report before finalising the agreement between the LLP and the government agency. No transaction has taken place and Simplex Mash is yet to commence its activity. Accordingly no other disclosure nor the consolidated balance sheet has been made.
- d) The company is moving an application with the Central Government for approval in respect of the excess managerial remuneration paid to directors for the year 2012-13 amounting to ₹ 21.28 lacs, arrived at based on the limits laid down under Schedule XIII of the Companies Act, 1956 and as specified in the terms of appointment.
- e) Pursuant to Accounting Standard (AS) 28, as explained to us, there being no indication of impairment of assets, no loss has been recognised on this account by the company.
- f) In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The Provisions for depreciation and all known liabilities are adequate and not in excess of amount considered reasonably necessary.
- g) Trade Receivables and other debit and credit balances are subject to confirmation and reconciliation, if any.
- h) Some of the Bank Balances are subject to reconciliation and balance confirmation.

In terms of our report of even date

For and on behalf of the Board

For M/s TAUNK & SRIKANTH  
Chartered Accountants

**(Ketan M. Shah)**  
Managing Director

**(N.K. TAUNK)**  
Partner

**(Shailesh A. Shah)**  
Director

Place : Mumbai  
Date : 28th May, 2013

**SIMPLEX CASTINGS LIMITED**

Regd office: 601/602A, Off Andheri Link Road, Fair Link Road, Andheri (West) Mumbai-53.

**PROXY FORM**

Reg. Folio No. \_\_\_\_\_ DP ID No.\* \_\_\_\_\_ Client ID No.\* \_\_\_\_\_

\*Applicable for members holding shares in electronic form.

I/We \_\_\_\_\_

of \_\_\_\_\_ being Member(s) of

SIMPLEX CASTINGS LTD. Here to appoint \_\_\_\_\_

of \_\_\_\_\_ or failing him/her \_\_\_\_\_

of \_\_\_\_\_ as my /our Proxy to vote for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Monday 23rd September' 2013 at 03.00 P. M. at Baba Saheb Dhaanukar hall, Maharashtra Chamber Of Commerce and Industry, Oricon House, 6th floor, 12, K. Dubhash Road, Fort, Mumbai – 400001, and at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Affix ₹ 1/-  
Revenue  
Stamp

Signed by the said \_\_\_\_\_

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hour before the meeting.
2. Those members who have multiple folios with different proxy/holders may use xerox copies of this Attendance Slip/Proxy.

-----TEAR HERE-----

**SIMPLEX CASTINGS LIMITED**

**Regd Off: 601/602A, Fair Link Centre, Off Andheri Link Road, Andheri (West), Mumbai-53.**

**ATTENDANCE SLIP**

I hereby record my presence at the 33rd Annual General Meeting of SIMPLEX CASTINGS LTD. held on Monday 23rd September' 2013 at 03.00 P. M. at Baba Saheb Dhaanukar hall, Maharashtra Chamber Of Commerce and Industry Oricon House, 6th floor, 12, K. Dubhash Road, Fort, Mumbai – 400001.

Full Name of Member (in Block Letters) \_\_\_\_\_ Signature \_\_\_\_\_

Reg. Folio No. \_\_\_\_\_ DP ID No.\* \_\_\_\_\_ Client ID\* No. \_\_\_\_\_

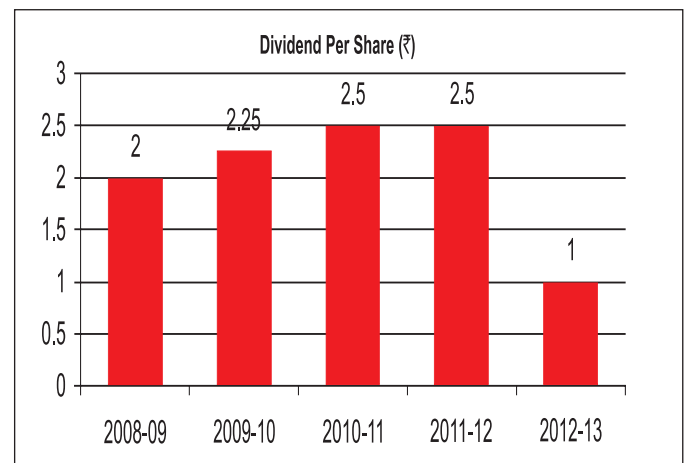
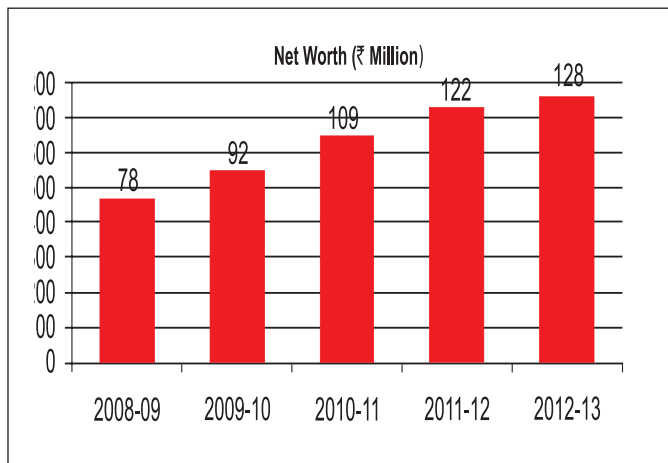
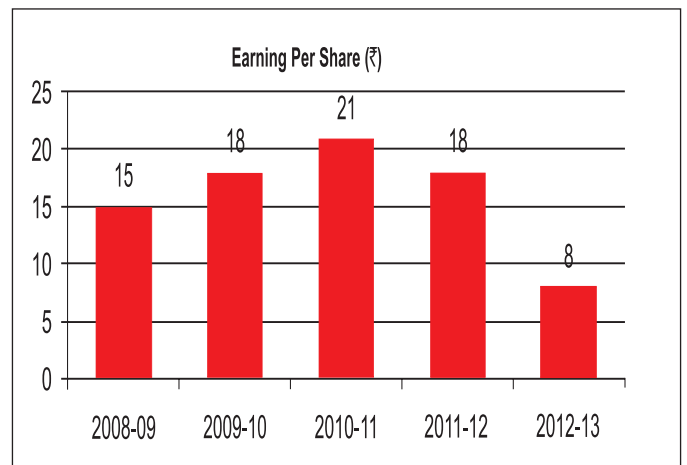
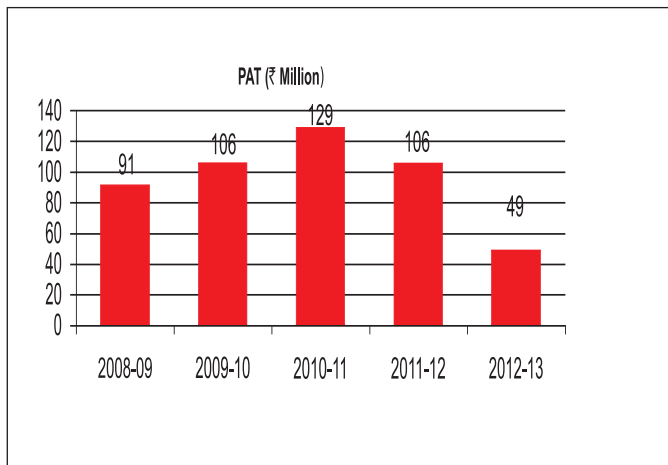
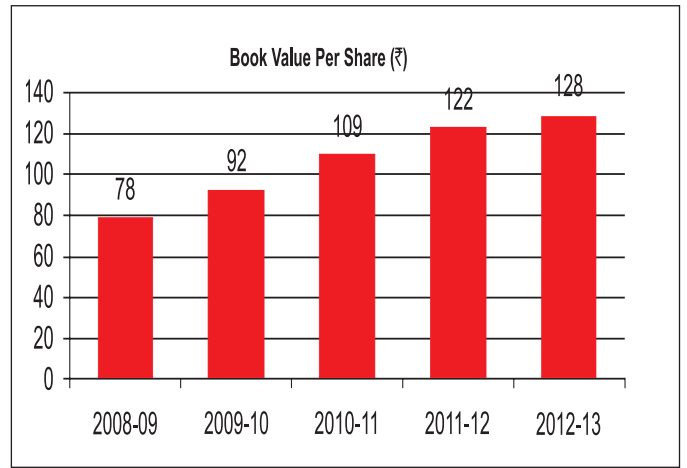
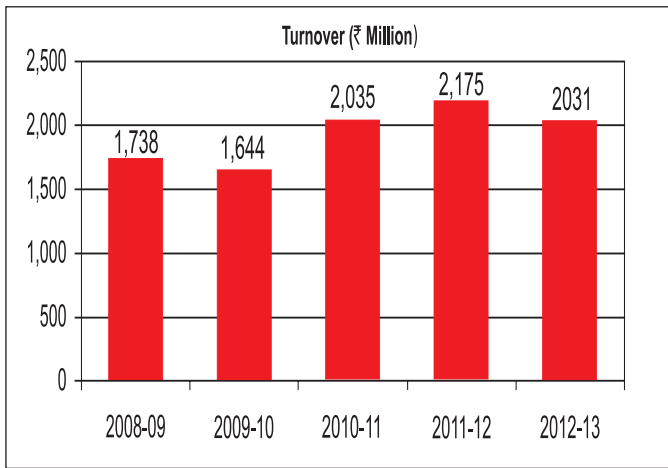
\*Applicable for members holding shares in electronic form.

\_\_\_\_\_  
Full Name of Proxy (in Block Letters)

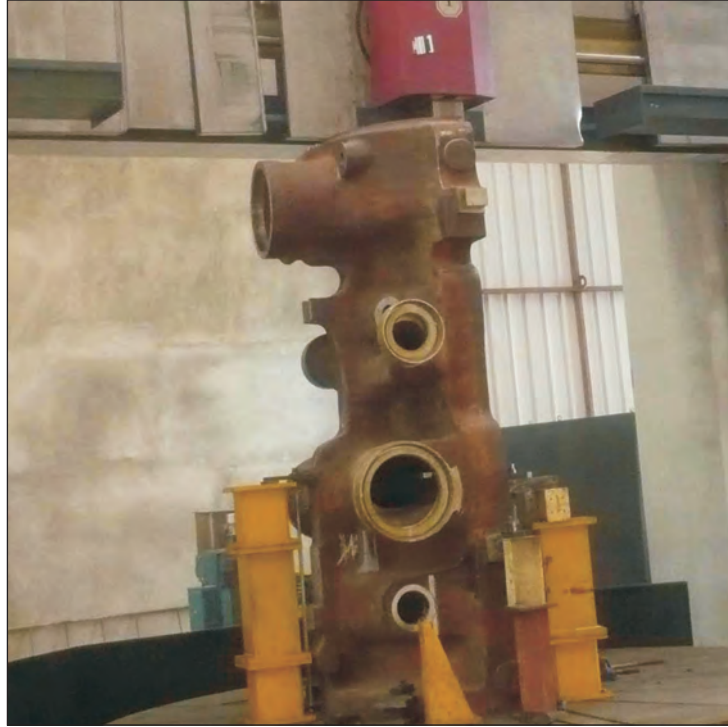
\_\_\_\_\_  
Signature

NOTE: 1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.

## Financial Performance Highlights



## BOOK POST



**CNC VERTICAL BORING MACHINE  
(TURBINE CASTING)**



If undelivered please return to:

**SIMPLEX CASTINGS LTD.**

**Regd. Office. :** 601/602 A, Fairlink Centre,  
Off Andheri Link Road,  
Andheri (West), Mumbai - 400 053 (INDIA)

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