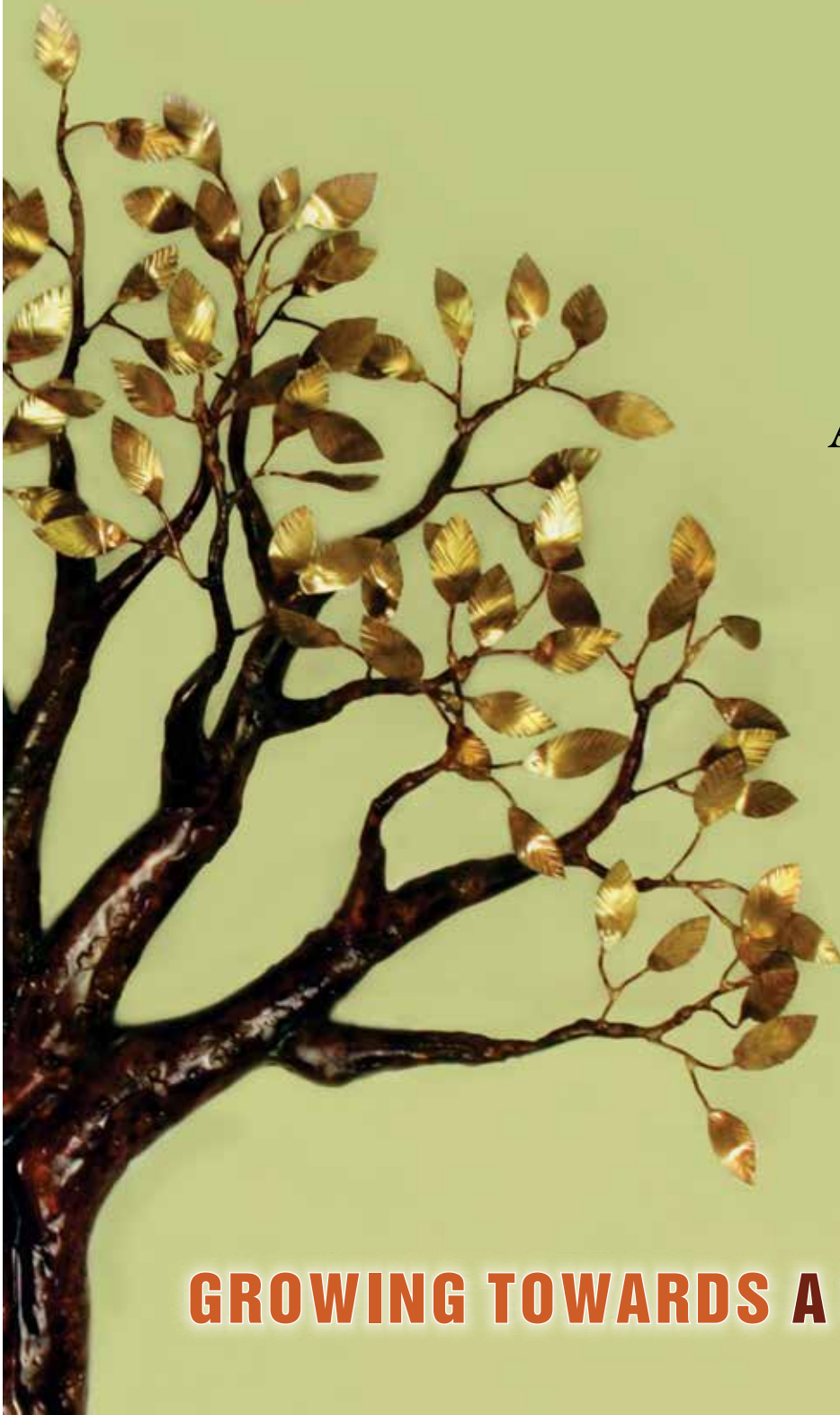




Simplex Castings Limited



**ANNUAL REPORT
2015-16**

GROWING TOWARDS A GOLDEN FUTURE

Message from the Chairman and Managing Director



Dear Shareholders,

It gives me great pleasure to inform you that, your Company performed well during 2015-16 with steady growth in its revenues and profitability.

The Government of India has unveiled a series of policy initiatives to enhance public investments in the infrastructure sector, especially roads, railways and ports. In this context, it would be pertinent to mention the advantages of the Government's Make in India initiative. This initiative is now acquiring the stature of a national movement to promote manufacturing expertise in India, in line with global quality benchmarks. Besides, the government has also enhanced the ease of doing business in India, attracting enhanced foreign capital, technology and human expertise.

Steel manufacturers are one of the big customers of your company and due to demand dryness in the Global and Domestic markets, your Company has impacted during the Year. We are hoping that Steel sector will revive by Q3.

As far as the performance of your Company is concerned, it's reported a turnover and net profits of Rs 20426.87 Lacs and Rs 355.78 Lacs respectively - a growth of 20.25% and 198.12%.

Further, your Company is back on dividend track record.

Further due to our pure concentration on quality, technology upgradation & improvement, your Company has received repeat orders from Altos

Hornos de México, S.A.B. de C.V. (AHMSA) for Coke Oven Components, Diesel Locomotive Works for Truck Frame and Claudius Peters for Gypsum/ Cement Mill Component.

With the sincere efforts of our Marketing team, your Company has bagged prestigious orders from Mazagon Dock Shipbuilders Limited and Garden Reach Shipbuilders & Engineers Limited worth of Rs 22.00 Cr approx, Jindal Rail Infrastructure limited of Rs 8.00 Cr and Primetals Technologies of Rs 6.5 Cr.

During the year, your Company has developed compressor castings for BHEL, Hyderabad as an import substitute.

Despite 'economic recession', your company has done well due to commitment on quality and timely delivery schedule bringing us a lot of customer goodwill.

Finally, I would like to take this opportunity to thank you as the shareholders of the Company for your support and motivation. I would also like to thank our bankers, suppliers, customers, various national and provincial government bodies with whom we have been working and the employees who have been our Company Strength and have stood by the Company and I look forward to their continued support in the future.

With Best Wishes,

Ketan M Shah

Chairman



COMPANY INFORMATION

(As on 01.08.2016)

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Mr Kisan R Choksey	Chairman
Ms Ushma Khabaria	Member
Mr Rajendra A Shah	Member

NOMINATION & REMUNERATION COMMITTEE

Mr Kisan R Choksey	Chairman
Mr Rajendra A Shah	Member
Ms Ushma Khabaria	Member
Mrs Sangeeta K Shah	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr Kisan R Choksey	Chairman
Mr Rajendra A Shah	Member
Mrs Sangeeta K Shah	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr Kisan R Choksey	Chairman
Mr Ketan M Shah	Member
Mrs Sangeeta K Shah	Member

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BOARD OF DIRECTORS

Mr Ketan M Shah	Chairman and Managing Director
Mrs Sangeeta K Shah	Executive Director
Mr Piyush P Shah	Executive Director
Mr G Gopalswamy	Executive Director
Mr Rajendra A Shah	Independent Director
Ms Ushma Khabaria	Independent Director
Mr Kisan R Choksey	Independent Director
Mr Champak K Dedhia	Additional Director (Independent)

COMPANY SECRETARY

Ms D Meena

CHIEF FINANCIAL OFFICER

Mr Avinash Hariharno

STATUTORY AUDITORS

M/s. Taunk & Srikanth, Chartered Accountants

INTERNAL AUDITORS

M/s Agrawal Jain & Co

COST AUDITORS

M/s Arindam Goswami & Co

BANKERS

State Bank of India
Bank of Baroda

REGISTRAR AND 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.)



SUMMERISED FINANCIAL DATA

(Amount in Rs. Lakhs)

PARTICULARS	2015-16	2014-15	2013-14	2012-13	2011-12
PROFIT & LOSS ACCOUNT					
Revenue from operations	20426.87	16986.71	15,875.62	20,314.36	21,745.00
(+) other income	722.72	82.14	142.14	132.13	107.20
TOTAL INCOME	21149.59	17068.85	16,017.76	20,446.49	21,852.20
(-) cost of material consumed	8972.80	8700.19	8,746.72	11,167.53	12,859.67
(-) employee benefit expenses	1613.85	1624.66	1,592.13	1,616.20	1,351.20
(-) Finance Costs	1157.31	1499.08	1,414.76	1,541.62	1,491.01
(-) Depreciation	684.99	779.96	598.21	598.72	528.92
(-) other expenses	8187.53	4357.55	3,385.48	4,791.65	4,032.15
PROFIT BEFORE TAX	533.11	107.41	280.46	730.77	1,589.25
(-) Current Tax	151.00	21.48	56.71	120.60	405.67
(-) Deferred Tax Liability/(Asset)	26.33	(33.41)	70.43	114.63	125.55
PROFIT FOR THE YEAR	355.78	119.34	153.32	495.54	1,058.03
EARNING PER SHARE (in Rs.)	5.95	1.99	2.56	8.28	17.68
EXTRACTS FROM BALANCE SHEET					
Share Capital	598.42	598.42	598.42	598.42	598.42
Reserve & Surplus	7482.48	7108.8	7,291.55	7,044.15	6,738.46
Net Fixed Assets	7423.85	7864.94	8,724.95	8,745.87	8,349.97
Inventories	5210.21	7246.78	7,343.64	5,753.44	6,215.98
Trade Receivables	5137.95	3431.27	3,442.93	4,968.28	4,981.62
Work in progress	0.00	76.69	76.40	407.13	485.72
Cash & Cash Equivalents	288.92	329.77	437.85	394.17	395.81
OTHER FINANCIAL DATA					
TURNOVER (In Rs. Crores)	204.26	169.86	158.70	203.10	217.50
BOOK VALUE PER SHARE (In Rs.)	135.00	129.00	132.00	128.00	122.00
NET WORTH (In Rs. Crores)	80.81	77.07	78.90	76.40	73.30
DIVIDEND PER SHARE (In Rs.)	0.50	0	0.50	1.00	2.50

BOARD OF DIRECTORS



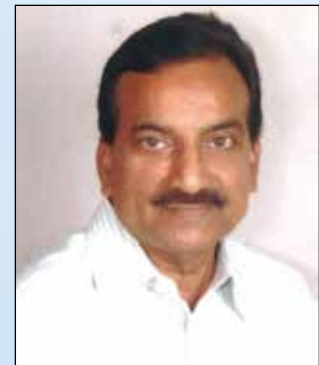
Ketan M Shah
Chairman and Managing Director



Sangeeta K Shah
Executive Director



Piyush P Shah
Executive Director



G Gopalswamy
Executive Director



Kisan R Choksey
Independent Director



Ushma Khabaria
Independent Director



Rajendra A Shah
Independent Director



Champak K Dedhia
Additional Director
(Independent)

KEY PRODUCT PORTFOLIO

COKE OVEN



Simplex Castings limited entered into Technical Collaboration in the year 1988 with Ikiro Iron Works, Japan for making emission free self regulating air cooled doors and then in year 2007 with Yamasaki Industries Ltd, Japan for the next generation “ Blue Sky Coke Oven doors.”

Simplex Castings Limited is world's largest producer of Coke Oven Door Assemblies. We have manufactured and supplied more than 13,000 Doors, world-wide. Our Coke Oven Air Cooled doors confirm to latest environment control standards with almost no Emissions.

SINTERING & PALLETISING



Simplex Castings specializes in all types of Sinter/Pallet Car assemblies in Cast Steel and are the only source of S.G Iron Pallet Car in India with adopted Technology from SATO Corpn, Japan.

In the year 1994 Simplex Castings Ltd collaborated with SATO Corpn, Japan and developed SG Iron Sinter Plant Pallet Cars under the expert guidance of Dr. Y. Matsubara. The technology has been well absorbed and updated as per the modern needs of the Sintering Technology.



SINTER COOLER COMPLETE ASSEMBLY IS UNDER MANUFACTURING AT OUR FACILITY.

RAILWAYS



Simplex Castings is one of the leading manufacturer in India for supply of Cast Steel and fabricated Truck Frames, Coco Bogies, Flexi Coil Bogies, Bogie Bolsters, Casnub Bogies & Suspension Tubes for Indian Railways & General Electric etc.

MACHINE BUILDING



Simplex Castings offer high quality Cast Iron Plates like Floor Plates, Machine Beds, Surface Plates, Marking Tables, Angle plates, Welding Tables, Lathe Beds, Columns, etc. for Machine tool industry.

MILL YOKE

Recently Simplex Castings have successfully developed and supplied Mill Yoke Castings for Thermax Babcock and Wilcox Energy Solution for their Punta Catalina Power Central project in US.



CORPORATE SOCIAL RESPONSIBILITY



Swachh Bharat Mission



Blood Donation Drives



Employment Enhancing Vocational Training



Focus on Environment



Promoting Education



Women Empowerment



NOTICE

Notice is hereby given that the Thirty sixth Annual General Meeting of the members of Simplex Castings Limited will be held on Thursday, 29th September, 2016 at 3.00 p.m at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K Dubhash Marg, Fort, Mumbai- 400 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr Ketan M Shah (DIN-00312343), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT interim dividend at the rate of Rs 0.50 per equity share of Rs 10/- (Ten rupees) each declared by the Board of Directors of the Company through circular resolution on 12th March, 2016, be and is hereby confirmed as final dividend for the financial year ended 31st March, 2016."

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

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

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and rules thereof (including any statutory modification(s) or re-enactment thereof for time being in force) the remuneration of Rs.2,00,000/- (Rupees Two Lacs Only) plus reimbursement of out of pocket expenses at actual basis to be paid to M/s. Arindam & Associates (Cost Accountants) Raipur, Cost Auditors for the conduct of the cost audit of the Company for the Financial Year 2016-17 as recommended by the Board of the Directors, be and is hereby ratified."

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force),read with Schedule IV of the act and Regulation 16(b) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations 2015, Mr Champak K Dedhia(DIN-00044969) who was appointed as an Additional Director of the Company in the Category of Independent Director, by the Board of Directors with effect from 1st August, 2016 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member signifying his intention to propose Mr Champak K Dedhia as a Candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term upto 31st July, 2021 or upto the conclusion of the 41st Annual General Meeting of the Company in the calendar year 2021,whichever is earlier."

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

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members, be and is hereby accorded to the reclassification of the status of the shareholding of Mrs. Tarulata H Shah, holding 35540 equity shares aggregating to 0.59% of the paid up capital of the Company, from the 'Promoter and Promoter Group' shareholding of the Company to the 'Public' shareholding of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By order of the Board of Directors

For, Simplex Castings Limited

D.Meena

Company Secretary and Compliance Officer

Registered office

601/602A,Fairlink Centre

Off Andheri Link Road, Andheri(W), Mumbai-400 053

Date:01/08/2016

Place: Mumbai



NOTES:

- a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses set out in the Notice, wherever applicable, is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c) **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- d) Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM.
- e) The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).
- f) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent of the Company, viz., Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078, quoting their Folio Number(s).
- g) 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.
- h) Copies of the Annual Report will not be distributed at the Annual General Meeting; Members are requested to bring their copy of the Annual Report to the Meeting.
- i) The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be. Members holding shares in physical form, should submit their PAN details to the Company/RTA.
- j) Electronic copy of the Annual Report for F.Y. 2015-16 alongwith Notice of the 36th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for F.Y. 2015-16 along with Notice of the 36th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent in the permitted mode.
- k) Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, till date the Company has transferred to IEPF the unpaid and unclaimed amount pertaining to dividends declared up to the financial year 2007-08. Members who have not yet encashed their dividend warrants for the financial year 2008-09 onwards are requested to make their claims to the Company/RTA immediately.
- l) Members may also note that Annual Report for F.Y.2015-16 will also be available on the Company's website www.simplexcastings.com for download.
- m) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Link Intime.
- n) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- o) A Route Map for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
- p) **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
The instructions for shareholders voting electronically are as under:



- (i) The voting period begins on Monday, 26th September 2016 from 9.00 a.m and ends on Wednesday, 28th September 2016 at 5 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Board of Directors of the Company has appointed Mr Dhawal Gadda of Dhawal Gadda & Co, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.simplexcastings.com and on the website of CDSL www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

ANNEXURE TO NOTICE :

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The statement pursuant to section 102(1) of the Companies Act , 2013 for Item no 5 to 7 of the accompanying notice is as under:

ITEM NO. 5:

The Board , on the recommendation of Audit Committee, has approved the re-appointment of M/s Arindam & Associates, Cost Accountants as Cost Auditor at a remuneration of Rs 2,00,000/- (Rupees Two Lacs only) per annum plus out of pocket expenses at actual basis, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2017.

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

Accordingly consent of the members is sought for passing an Ordinary Resolution as set out at item no 5 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31 March 2017.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution .

The Board of Directors recommends the resolution for your approval.

ITEM NO.6:

Mr Champak K Dedhia(DIN-00044969), was appointed as an Additional Director by the Board with effect from 1st August , 2016 pursuant to Section 161 of the Companies Act , 2013 read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr Champak K Dedhia will hold office upto the date of ensuring Annual General Meeting. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act , 2013 from a member alongwith a Deposit of Rs 1,00,000 proposing the candidature of Mr Champak K Dedhia for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act , 2013.

Mr Champak K Dedhia is a Chartered Accountant and practicing since more than 20 Years in the areas of Corporate Audit and Taxation , Tax Planning and Transaction Structuring , Consulting on Corporate Restructuring, NBFC Regulations, FEMA etc. Currently he is Partner in UKG & Associates ,Chartered Accountants Mumbai.



Mr Champak K Dedhia was a president of the CVO Chartered & Cost Accountants Association (2010-11) having more than 1200 members and Member of the Corporate Committee of the Chamber of Tax Consultants.

Considering the rich experience that Mr Champak K Dedhia brings to bear, his appointment as a Director of the Company will be in its best interest.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Champak K Dedhia is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as at Item No 6 for your approval.

ITEM NO .7:

Mrs Tarulata H Shah has requested to Company vide letter dated 20th July, 2016 received on 1st August 2016, to reclassify her status of shareholding from Promoter & promoter Group to Public Group. Mrs Tarulata H Shah is holding 35540 Equity shares aggregating to 0.59%. Since her name has been included as a part of the promoter group merely because of immediate relative of Mr Arvind K Shah and Mr Shailesh A Shah who had resigned from directorship with effect from 1st July, 2015 pursuant to regulation 2(zb)(ii) of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 even though Mrs Tarulata H Shah is financially Independent person who take Independent

investment decision and is in no way related to any of the business carried out by the Company. Further she doesn't hold and have never held any Key Managerial Position in the Company. None of her act influence the decision taken by the Company and she doesn't have any special right through formal or informal arrangements with the Company.

The abovementioned letter received from Mrs Tarulata H Shah, has been placed before the Board and the Board of Directors of the Company has duly approved the same.

In accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification. In keeping with the requirement of the Stock Exchanges, the Board recommends the resolution set out at Item No. 7 for the approval of the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution for your approval.

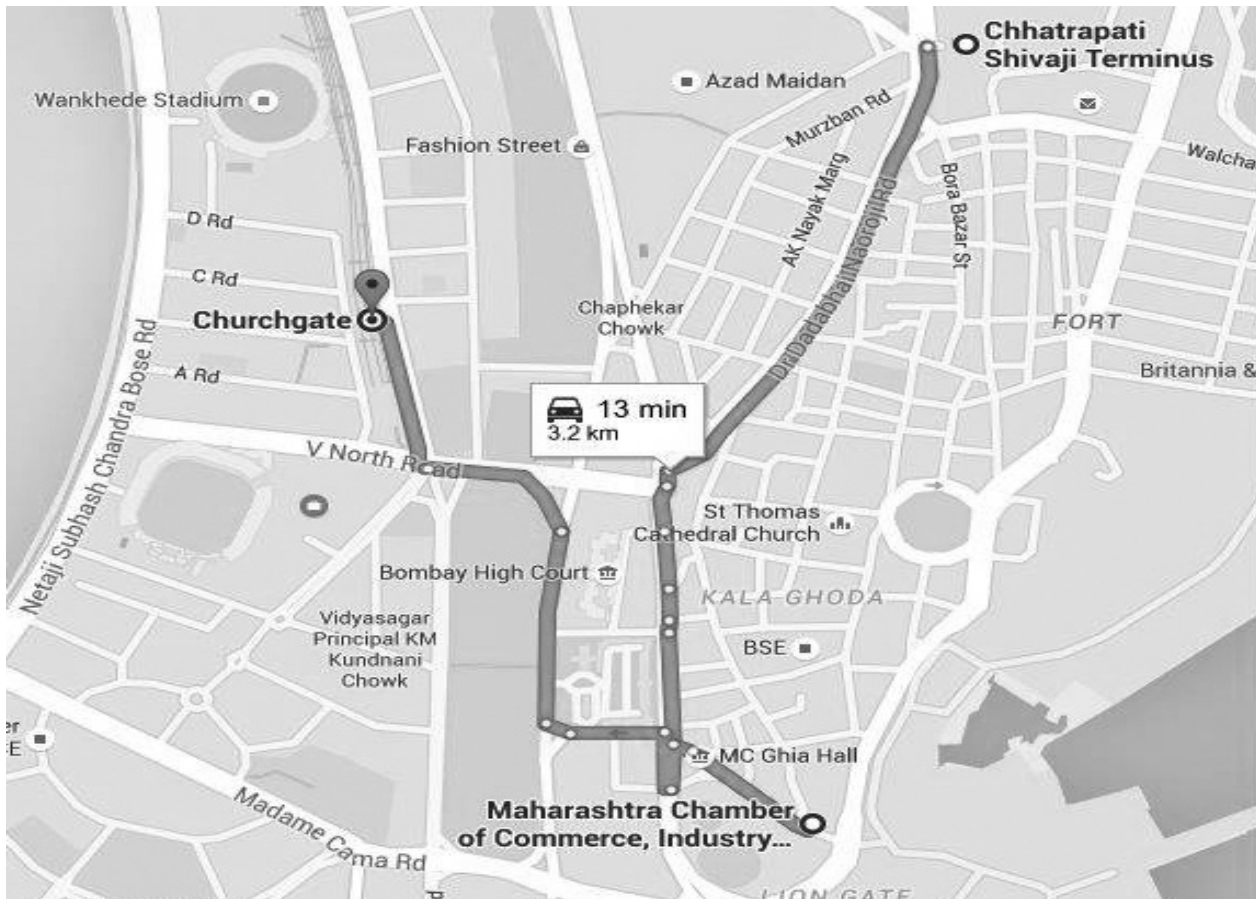
DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard -2)

Name of Directors	Mr Ketan M Shah	Mr Champak K Dedhia
Date of Birth	02/12/1965	15/02/1973
Date of first Appointment on the Board	12/03/1993	01/08/2016
Qualification	B.E (Mechanical) & MBA	B. COM & F.C.A
Experience /Expertise in specific functional areas/brief resume of the Director	Mr Ketan M Shah holds a Bachelor of Engineering (Mechanical) degree from the Madhav Institute of Technology and Science,Gwalior (M.P) and a postgraduate degree in business management from the University of Florida, specializing in marketing. He has more than twenty five years of vast experience in Marketing and production functions.	Mr Champak K Dedhia is a Chartered Accountant and practicing since more than 20 Years in the areas of Corporate Audit and Taxation , Tax Planning and Transaction Structuring , Consulting on Corporate Restructuring, NBFC Regulations and FEMA etc. Presently he is Partner in UKG & Associates, Chartered Accountants Mumbai.
Terms & Conditions of appointment/re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of section 152 of the Companies Act, 2013	As per the letter of appointment of Independent Directors uploaded on the website of the Company pursuant to clause IV(6) of Schedule IV of the Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn	Rs 1,00,000 per month as basic salary plus other perquisites	Sitting Fees

Name of Directors	Mr Ketan M Shah	Mr Champak K Dedhia
Disclosure of relationship with other Directors, Manager and Key Managerial Personnel of the Company	Husband of Mrs Sangeeta K Shah (Director) and Cousin of Mr Piyush P Shah(Director)	Not Inter-se related to any other Director or key Managerial. personnel The Company doesn't have a manager
Number of meetings of the Board of Directors attended during the FY 2015-16	4/4	NA
Other Directorships held	(a) Sim Prabha Estates & Trading Co Pvt Ltd (b) Prabha Plantations Pvt Ltd (c) SEFW Projects Pvt Ltd (d) Hem Holdings & Trading Limited	(a) Paradigm Business Solution Private Limited (b) Dave Marketing Private Limited
Membership/Chairmanship of Committees of other Boards	(a) Hem Holdings & Trading Limited - Nomination and Remuneration Committee (Chairman) - Investors Grievances Redressal Committee (Member)	Nil
Shareholding in the Company	31,04,315 Nos (51.88%)	Nil

ROUTE MAP TO THE VENUE OF THE 36TH AGM OF SIMPLEX CASTINGS LIMITED TO BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016



Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce , Industry & Agriculture
Oricon House, 6th Floor, 12 K Dubhash Marg, Fort, Mumbai- 400 001



DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 36th Annual Report of the Company, together with the audited accounts for the financial year ended 31st March, 2016.

FINANCIAL RESULTS

Financial results are presented in the table below:

(Rs in Lacs)

Particulars	Financial Year ended 31 st March 2016	Financial Year ended 31 st March 2015
Revenue from Operation	20426.87	16986.71
Other Income	722.72	82.14
EBITDA	2375.41	2386.45
Less: Finance Costs	1157.31	1499.08
Less: Depreciation	684.99	779.96
Profit Before Tax	533.11	107.41
Less: Tax Expense	177.33	(11.93)
Profit After Tax	355.78	119.34
Profit attributable to shareholders of the Company	355.78	119.34
Opening balance in Statement of Profit & Loss	1646.28	2017.50
AMOUNT AVAILABLE FOR APPROPRIATION	2002.06	2136.84
Interim Dividend	29.92	-
Tax on Dividend	6.09	-
Transfer to General Reserve	406.56	336.76
Prior Period Adjustment	104.22	12.67
Adjustment relating to Fixed Assets	-	141.13
Closing Balance in Statement of Profit & Loss	1455.27	1646.28

OVERVIEW OF COMPANY FINANCIAL PERFORMANCE

Net Revenue from operations increased to Rs 20426.87 Lacs as against Rs 16986.71 Lacs in the previous year- a growth of 20.25%. The Profit before tax and Profit after tax for the financial year 2015-16 are Rs 533.11 Lacs and Rs 355.78 Lacs as against Rs 107.41 Lacs and Rs 119.34 Lacs in the previous year- a growth of 396.33% and 198.12%.

The Company proposes to transfer an amount of Rs 406.56 Lacs to the General Reserves.

The Company does not have any subsidiary, or associate or joint venture company.

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2015-16 and the date of this report.

DIVIDEND

The company has declared and paid an Interim Dividend of Rs 0.50 (5%) per equity shares of the face value of Rs 10/- (Rupee ten) each in the month of March 2016.

Considering the capital requirement, the Board of Directors do not recommend any final dividend on the equity shares and the interim dividend declared is the dividend on equity shares of the Company for the financial year ended March

31, 2016. The interim dividend declared and paid on equity shares including dividend tax thereon aggregated Rs 36.01 Lacs.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed report on the Management Discussion and Analysis in terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as a separate chapter in the annual report.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 (including any statutory Modification(s) or re-enactment(s) for the time being in force).

CORPORATE GOVERNANCE REPORT

Corporate Governance is all about ethical conduct, openness, integrity and accountability of an enterprise. Good Corporate Governance involves a commitment of the Company to run the business in a legal, ethical and transparent manner and runs from the top and permeates throughout the organization. It involves a set of relationships

between a company's management, its Board, shareholders and Stakeholders.

A certificate from Auditors of the Company regarding compliance of the conditions of Corporate Governance, as stipulated under Schedule V of the Listing Regulations is attached as **Annexure I** and forms part of this report. Certificate of the CEO/CFO, *inter-alia*, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the auditors and the Audit committee in terms of Regulation 17 of the Listing Regulations is attached in the Corporate Governance report, and forms part of this report.

CREDIT RATINGS

During the year under review, the Company has been rated by India Ratings and Research P Ltd and upgraded the Company's Credit Rating as BBB- for Long Term Borrowings and A3 for Short Term Borrowings which is Investment grade. Previously, the Company's rating was BB for Long Term Borrowings and A4 for Short Term Borrowings.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sad demise of Directors

Mr Shivji R Shah and Mr H S Parikh, Independent Directors of the Company passed away on 18th April, 2015 and 8th May, 2016.

The Board has expressed gratitude and record deep condolence towards the sad demise of Mr Shivji R Shah and Mr H S Parikh.

The Board places on record its appreciation for the services rendered by Mr Shivji R Shah and Mr H S Parikh, during their tenure with the Company.

Chairman of the Board

Mr Ketan M Shah, Managing Director stepped up as Chairman of the Company effective from 3rd August ,2015.

Appointment and Re-appointment

As per the provisions of the Companies Act 2013, Mr Ketan M Shah, retires by rotation at the ensuring Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his reappointment.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 28th May, 2015 approved, subject to members' approval, re-appointment of Mr. Ketan M Shah Managing Director for 5 Years from 10th July 2015, to 9th July 2020 and appointment of Mr. G Gopalswamy as Wholetime Director for a period of 5 years with effect from 10th July, 2015 to 9th July 2020. The aforesaid appointments were approved by the members at the 35th Annual General Meeting held on 23rd September, 2015.

During the period under review, Mr. Piyush P Shah was appointed as an Additional Director in their meeting held

on 28th May 2016 and Whole-time Director by the Board of Directors in its meeting held on 3rd August ,2015. Subsequently, the Shareholders of the Company in the Annual General Meeting held on 23rd September, 2015 approved the appointment of Mr.Piyush P Shah as Director and Whole-time Director of the Company.

The Board of Directors appointed Mr Champak K Dedhia as Additional Director of the Company, categorized as Independent. The Board recommends appointment of Mr Champak K Dedhia as Independent Directors under Section 149 of the Companies Act, 2013 for a term of five years, with effect from 1st August 2016, respectively for approval of the shareholders at the forthcoming 36th Annual General Meeting.

Ms D Meena was appointed as Company Secretary and Compliance officer of the Company with effect from 1st June, 2015.

Resignations

Mr Arvind K Shah and Mr Shailesh A Shah, Whole Time Director of the Company, resigned due to personal reasons with effect from 1st July 2015. The Board places on record its appreciation for the services rendered by Mr Arvind K Shah and Mr Shailesh A Shah, during their tenure with the Company.

DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

PERFORMANCE EVALUATION OF THE BOARD,ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors/ Board/ Committees was carried out. Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each director , performance of Committee and self assessment carried out by the Directors. The overall outcome of this exercise was positive.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The Silent aspects covered in the



Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.

None of the employees covered under Section 197(12) of the Companies Act 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure-II** which forms part of this report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- a. That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b. That they had selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That they had prepared the Annual Accounts on a going concern basis;
- e. That they had laid down Internal Financial Controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD AND COMMITTEES

The Board met four (4) times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of Committee have been given in the Report on the Corporate Governance.

STATUTORY AUDITORS AND THEIR REPORT

M/s Taunk & Srikanth, Chartered Accountants (Firm Registration No-001524C), who are the Statutory Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment, subject to the approval of shareholders. The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits and that they are not disqualified for reappointment. Members are requested to consider their reappointment on a remuneration to be decided by the Board or Committee thereof for the ensuing Financial Year i.e. 2016-17.

The Auditors' Report for the financial year ended 31st March, 2016, does not contain any qualification, reservation or adverse remark.

COST AUDITOR AND THEIR REPORT

The Board of Directors of your Company, on the recommendations made by the Audit Committee at its meeting held on 29th May, 2016 has approved the appointment of M/s Arindam & Associates, Cost Accountants, (Firm Registration No. 000559) as the Cost Auditor of your Company to conduct the audit of cost records for the financial year 2016-17.

Your Company has received consent from M/s Arindam & Associates., Cost Accountants, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2016-17 along with a certificate confirming their independence and arm's length relationship.

SECRETARIAL AUDITOR AND THEIR REPORT

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company at its meeting held on 29th May, 2016 has appointed Satish Batra & Associates, Practising Company Secretary (Certificate of Practice No. 2875), as the Secretarial Auditor to conduct an audit of the secretarial records, for the financial year 2016-17.

Your Company has received consent from Satish Batra & Associates to act as the auditor for conducting audit of the Secretarial records for the financial year ending 31st March, 2017. The Secretarial Audit Report for the financial year ended 31st March, 2016 is annexed herewith as **Annexure III** to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors, Cost Auditor or Secretarial Auditor of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.



EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return as on 31st March, 2016 in Form MGT - 9 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, is set out herewith as **Annexure IV** to this report.

RELATED PARTY TRANSACTIONS

During the financial year 2015-16, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder and the Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

All transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

The details of the related party transactions as per Accounting Standard 18 are set out in notes to the financial statements forming part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loan, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

Presently the Company's share is listed on the Bombay Stock Exchange Limited (BSE) . The delisting application is pending before delisting committee at Delhi Stock Exchange.

There are no changes in Capital Structure during the FY ended March 31, 2016. Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and does not have any ESOP Scheme for its employees/Directors.

RISK MANAGEMENT

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically .The Company has been addressing various risks impacting the Company.

NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

DISCLOSURE ON AUDIT COMMITTEE

The Audit Committee as on March 31,2016 comprises of the following Independent Directors:

Mr Kisan R Choksey (Chairman), Ms Ushma Khabaria, Mr Rajendra A Shah and Mr H S Parikh as Members.

The Board has accepted all recommendations made by the Audit Committee during the year.

VIGIL MECHANISM / WHISTLE-BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Vigil Mechanism Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. All employees of the Company have access to the Chairman of the Audit Committee in case they want to report any concern. The Policy on Vigil Mechanism is available on your Company website at www.simplexcastings.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has in place a CSR policy in line with Schedule VII of the Companies Act, 2013. The CSR initiatives of your Company were under the thrust areas of health & hygiene, education ,women empowerment and enhancement of vocational training .

The annual report on the CSR activities is furnished as **Annexure V** which forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as **Annexure VI** to this report.

INTERNAL FINANCIAL CONTROL

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its Assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its operation in future.



TRANSFER OF UNPAID OR UNCLAIMED DIVIDEND AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND :

Pursuant to the provisions of Section 205C of the Companies Act, 1956 and Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. The details of any unpaid dividend amounts as per Section 125(2) of the Companies Act, 2013 have to be identified and uploaded on the website of the Company. Accordingly, unclaimed dividends up to the financial year 2007-08 have been transferred to IEPF by the Company.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the Industry. It has taken various steps to improve productivity across organization. During the year under review, the Company has appointed ANM Strategic & Management Consultants Pvt Ltd to prepare company Key Result Area and Key Performance Indicators of senior Management personnel.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

In your Company, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, color, gender, religion, political opinion, nationality, extraction, social origin, sexual orientation or age.

No Complaints relating to sexual Harassment were received in financial year 2015-16.

APPRECIATION

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board of Directors

Ketan M Shah
Chairman and Managing Director
DIN:00312343

Place : Mumbai
Date : 01.08.2016

Annexure-I

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 Limited('the Company'), for the year ended 31 st March, 2016, as stipulated in Clause 49 of the Listing Agreement('Listing Agreement') of the Company with the Stock Exchanges for the period 1 st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31 st March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures, and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

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 Accountants
(FRN 001524C)

(N.K.Taunk)

Place: Bhilai

Date: 01.08.2016

Partner

Mem No. 30421

Annexure-II

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2015

- (i) Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl No	Name of Director and designation	Ratio of remuneration of each director / to median remuneration of employees	% increase in Remuneration in the Financial Year 2015-16	Comparison of the Remuneration of the KMP against the performance of the Company
(i)	Mr Ketan M Shah (Chairman and Managing Director)	25.48:1	Nil	In FY 2015-16, remuneration of Mrs Sangeeta K Shah has been increased but the Company has registered 20.25% growth in turnover and 396.33% growth in PBT. The Company has registered 20.25% growth in Turnover.
(ii)	Mrs Sangeeta K Shah (Whole Time Director)	17.82:1	100%	
(iii)	Mr G Gopalswamy (Whole Time Director)	17.47:1	Nil	
(iv)	Mr Avinash Hariharno (Chief Financial officer)	NA	Nil	
(v)	Ms D Meena Kumari (Company Secretary)	NA	14%	

- (ii) In the financial year, there was an increase of 2.7 % in the median remuneration of employees;
- (iii) There were 505 permanent employees on the rolls of the Company as on 31st March, 2016;
- (iv) Comparison of Remuneration of the Key Managerial Personnal against the performance of the Company; Already mentioned in point no (i)



- (v) (a) Variations in the market capitalization of the Company : The market capitalization as on March, 2016 was Rs 4425.32 Lacs (Rs 2154.31 Lacs as on 31st March 2015);
- (b) Price Earning ratio of the Company was Rs 12.43 as at 31st March , 2016 and was Rs 18.09 as at 31st March, 2015.
- (c) Closing share price as on 31st March 2016 was Rs 73.95 . The Company offer price during its last public issue in 1996-97 was Rs 30.00;
- (vi) During the Year, average 4.5% growth in salary of employees but no changes in Managerial Remuneration except Mrs Sangeeta K Shah.
- (vii) The Key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the remuneration policy for Directors, Key Managerial Personnel and other Employees;
- (viii) The ratio of the remuneration of the highest paid to Director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year- Not applicable;
- (ix) It is hereby confirmed that the remuneration paid is as the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Annexure-III

Form No-MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Simplex Castings Limited,
601/602A, Fairlink Center,
Off Andheri Link Road,
Andheri (W), Mumbai (M. H.) - 53

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Simplex Castings Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board -processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as amended from time to time.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, as amended from time to time.

We have also examined compliance with the applicable clauses of the following :

- 1) The Listing Agreements entered into by the Company with BSE Limited (Bombay Stock Exchange.)



- 2) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);
- 3) Secretarial Standards issued by the Institute of Company Secretaries of India.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

We have relied on the representation made by the Company and its officers for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in Annexure-I.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, regulations and guidelines as mentioned above and listed in Annexure I.

We further report that during the audit report there were no specific events/actions having a major bearing on the affairs of the Company.

Annexure-I

- (i) The Factories Act, 1948;
- (ii) The Payment of Wages Act, 1936;
- (iii) The Environment (Protection) Act, 1986;
- (iv) The Employment Exchanges (compulsory notification of vacancies) Act, 1959;
- (v) The Contract Labour (Abolition) Act, 1970;
- (vi) The Apprentices Act, 1961;
- (vii) The Payment of Bonus Act, 1965;
- (viii) The EPF & Misc provisions Act, 1952 ;
- (ix) The Payment of Gratuity Act , 1972;
- (x) The Income Tax Act , 1961; and
- (xi) The Employees State Insurance Act, 1947.

For, Satish Batra & Associates
Company Secretaries

Place: Raipur
Date: 19th May 2016

(Satish Batra)
FCS No: 1316
C P No.: 2875



Annexure-IV

FORM NO. MGT -9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1	CIN	L27320MH1980PLC067459
2	Registration Date	30/01/1980
3	Name of the Company	Simplex Castings Limited
4	Category/Sub-category of the Company	Public Company/Limited by shares
5	Address of the Registered office & contact details	601/602A, Fairlink Center, Off Andheri Link Road, Andheri (West), Mumbai-400 053 (M.H) Ph No: 022-40034768 E-mail : sclmumbai@simplexcastings.com
6	Whether listed company	Yes
7	Name, Address & contact details of Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078 Tel No.: +91 22 25946970 Fax: +91 22 25946969 E-mail ID: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	C.I Casting and Equipments	24319	26.83
2	Steel, SG Iron & Special Alloy Castings	24319	61.68

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2,973,061	-	2,973,061	49.68	3,189,966	-	3,189,966	53.31	3.62
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	515,600	-	515,600	8.62	293,600	-	293,600	4.91	(3.71)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	3,488,661	-	3,488,661	58.30	3,483,566	-	3,483,566	58.21	(0.09)
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
TOTAL (A)	3,488,661	-	3488661	58.30	3,483,566	-	3,483,566	58.21	(0.09)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	1,600	1,600	0.03	-	1,600	1,600	0.03	0.00
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	1,600	1,600	0.03	-	1,600	1,600	0.03	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	352,046	20,100	372,146	6.22	305904	20100	326,004	5.45	(0.77)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,015,450	209,611	1,225,061	20.47	1137276	205811	1,343,087	22.44	1.97
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	730,454	-	730454	12.21	546583	-	546,583	9.13	(3.07)
c) Others (specify)	57,578	108,700	166,278	2.78	175160	108200	283,360	4.74	1.96
Non Resident Indians	47,596	108,700	156,296	2.61	51121	108200	159,321	2.66	0.05
Clearing Members	9,982	-	9,982	0.17	3538	-	3,538	0.06	(0.11)
Hindu Undivided Family	-	-	-	-	120501	-	120,501	2.01	2.01
Sub-total (B)(2):-	2,155,528	338,411	2,493,939	41.68	2,164,923	334,111	2,499,034	41.76	0.09
Total Public (B)	2,155,528	340,011	2,495,539	41.70	2,164,923	335,711	2,500,634	41.79	0.09
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5,644,189	340,011	5,984,200	100	5,648,489	335,711	5,984,200	100	0.00

(ii) Shareholding of Promoter

Sl No	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April 2015)			Shareholding at the end of the year (As on 31st March 2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mrs Amrit Arvind Shah	733,826	12.26	0.00	0	0.00	0.00	(12.26)
2	Mrs Prabha Shah	696,600	11.64	0.00	0	0.00	0.00	(11.64)
3	Mr Ketan Shah	484,200	8.09	0.00	2,904,415	48.53	0.00	40.44
4	Mr Shailesh A Shah	345,963	5.78	0.00	0	0.00	0.00	(5.78)
5	M/s Sim Prabha Estates & Trading Co Pvt Ltd	237,500	3.97	0.00	237,500	3.97	0.00	0.00
6	M/s Sim Amrit Estates & Trading Co Pvt Ltd	222,000	3.71	0.00	0	0.00	0.00	(3.71)
7	Mr Ketan Shah	199,900	3.34	0.00	199,900	3.34	0.00	0.00
8	Mr Shailesh Arvind Shah	194,600	3.25	0.00	0	0.00	0.00	(3.25)
9	Mrs Monica Shailesh Shah	160,126	2.68	0.00	0	0.00	0.00	(2.68)
10	M/s Hem Holdings & Trading Limited	48,700	0.81	0.00	48,700	0.81	0.00	0.00
11	Mrs Tarulata Hemant Shah	47,721	0.80	0.00	35,540	0.59	0.00	(0.20)
12	Mr Arvind Kumar Shah	46,100	0.77	0.00	0	0.00	0.00	(0.77)
13	Mrs Jayshree Sanjiv Haria	38,300	0.64	0.00	38,300	0.64	0.00	0.00
14	Mr Shailesh Arvind Shah	18,000	0.30	0.00	0	0.00	0.00	(0.30)
15	M/s Prabha Plantations(P) Ltd	7,400	0.12	0.00	7,400	0.12	0.00	0.00
16	Mr Shailesh A Shah	3,000	0.05	0.00	0	0.00	0.00	(0.05)
17	Mr Kisan R Choksey	2,500	0.04	0.00	2,500	0.04	0.00	0.00
18	Mrs Sangeeta Ketan Shah	2,025	0.03	0.00	2,025	0.03	0.00	0.00
19	Mr G Gopalswamy	200	0.00	0.00	200	0.00	0.00	0.00
20	Mr Piyush P Shah	-	-	-	4,486	0.07	0.00	0.07
21	Mrs Usha Piyush Shah	-	-	-	2,600	0.04	0.00	0.04
	Total	3,488,661	58.30	0.00	3,483,566	58.21	0.00	(0.09)

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No	Shareholders Name	Date	Shareholding at the beginning of the year (As on 1st April 2015)		Cumulative Shareholding during the year (As on 31st March 2016)	
			No of shares	% of total shares	No of shares	% of total shares
1	Mrs Amrit Arvind Shah					
	At the beginning of the year		733,826	12.26	733,826	12.26
	Inter Se Transfer	22.07.2015	(733,826)	(12.26)	0	0.00
	At the end of the year		0	0.00	0	0.00
2	Mrs Prabha Shah					
	At the beginning of the year		696,600	11.64	696,600	11.64
	Transmission	23.02.2016	(696,600)	(11.64)	0	0.00
	At the end of the year		0	0.00	0	0.00
3	Mr Ketan Shah					
	At the beginning of the year		484,200	8.09	484,200	8.09
	Inter Se Transfer	22.07.2015	1,723,615	28.80	2,207,815	36.89
	Transmission	23.02.2016	696,600	11.64	2,904,415	48.53
	At the end of the year		2,904,415	48.53	2,904,415	48.53
4	Mr Shailesh A Shah					
	At the beginning of the year		345,963	5.78	345,963	5.78
	Inter Se Transfer	22.07.2015	(345,963)	(5.78)	0	0.00
	At the end of the year		0	0.00	0	0.00
5	M/s Sim Amrit Estates & Trading Co Pvt Ltd					
	At the beginning of the year		222,000	3.71	222,000	3.71
	Inter Se Transfer	22.07.2015	(222,000)	(3.71)	0	0.00
	At the end of the year		0	0.00	0	0.00
6	Mr Shailesh Arvind Shah					
	At the beginning of the year		194,600	3.25	194,600	3.25
	Inter Se Transfer	22.07.2015	(194,600)	(3.25)	0	0.00
	At the end of the year		0	0.00	0	0.00
7	Mrs Monica Shailesh Shah					
	At the beginning of the year		160,126	2.68	160,126	2.68
	Inter Se Transfer	22.07.2015	(160,126)	(2.68)	0	0.00
	At the end of the year		0	0.00	0	0.00
8	Mrs Tarulata Hemant Shah					
	At the beginning of the year		47,721	0.80	47,721	0.80
	Sale	23.10.2015	(7,722)	(0.13)	39,999	0.67
	Sale	30.10.2015	(3,999)	(0.07)	36,000	0.60
	Sale	06.11.2015	(460)	(0.01)	35,540	0.59
	At the end of the year		35,540	0.59	35,540	0.59
9	Mr Arvind Kumar Shah					
	At the beginning of the year		46,100	0.77	46,100	0.77
	Inter Se Transfer	22.07.2015	(46,100)	(0.77)	0	0.00
	At the end of the year		0	0.00	0	0.00
10	Mr Shailesh Arvind Shah					
	At the beginning of the year		18,000	0.30	18,000	0.30
	Inter Se Transfer	22.07.2015	(18,000)	(0.30)	0	0.00
	At the end of the year		0	0.00	0	0.00
11	Mr Shailesh A Shah					
	At the beginning of the year		3,000	0.05	3,000	0.05
	Inter Se Transfer	22.07.2015	(3,000)	(0.05)	0	0.00
	At the end of the year		0	0.00	0	0.00
12	Mr Piyush P Shah					
	At the beginning of the year		0	0.00	0	0.00
	Included in Promoter and Promoter Group	28.05.2015	4,486	0.08	4,486	0.08
	At the end of the year		4,486	0.08	4,486	0.08
13	Mrs Usha Piyush Shah					
	At the beginning of the year		0	0.00	0	0.00
	Included in Promoter and Promoter Group	28.05.2015	2,600	0.04	2,600	0.04
	At the end of the year		2,600	0.04	2,600	0.04



(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April 2015)		Shareholding at the end of the year (As on 31st March 2016)	
		No. of shares	% of Total shares of the Company	No. of shares	% of Total shares of the Company
1	JNJ Holdings Pvt Ltd**	95,000	1.58	1	0.00
2	Dhiren Shevantilal Shah*	0	0.00	100,000	1.67
3	Chandan Estates Trading Co(P)Ltd	81,165	1.36	75,311	1.25
4	Aequitas Investment Consultancy Private Ltd*	0	0.00	60,751	1.01
5	Saroj Bhutoria	59,644	0.99	59,644	0.99
6	Kanchan Sunil Singhania	50,332	0.84	50,332	0.84
7	Lincoln P Coelho	50,000	0.83	50,000	0.83
8	Rajesh Maneklal Rughani	45,900	0.76	45,900	0.76
9	Pratiksha Satishchandra Doshi	45,570	0.76	45,570	0.76
10	Uma Shanker	68,257	1.14	45,337	0.76
11	Sobhagyachand Vidharamji Shah	44,800	0.74	44,800	0.74
12	Ghanshyam Das Gupta	43,090	0.72	43,090	0.72

* Not in the list of Top 10 shareholders as on 1 April 2015 but was one of the Top 10 shareholders as on 31 March 2016.

** Ceased to be in the list of Top 10 shareholders as on 31 March 2016 but was one of the Top 10 shareholder as on 1 April 2015.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel*	Date	Shareholding at the beginning of the year (As on 1st April 2015)		Cumulative Shareholding during the year (As on 31st March 2016)	
			No of shares	% of total shares	No of shares	% of total shares
1	Mr Ketan M Shah					
	At the beginning of the year		484,200	8.09	484,200	8.09
	Inter Se Transfer	22.07.2015	1,723,615	28.80	2,207,815	36.89
	Transmission	23.02.2016	696,600	11.64	2,904,415	48.53
	At the end of the year		2,904,415	48.53	2,904,415	48.53
2	Mrs Sangeeta K Shah					
	At the beginning of the year		2,025	0.03	2,025	0.03
	At the end of the year		2,025	0.03	2,025	0.03
3	Mr Piyush P Shah***					
	At the beginning of the year		4,486	0.07	4,486	0.07
	At the end of the year		4,486	0.07	4,486	0.07
4	Mr G Gopalswamy					
	At the beginning of the year		200	0.00	200	0.00
	At the end of the year		200	0.00	200	0.00
5	Mr Kisan R Choksey					
	At the beginning of the year		2,500	0.04	2,500	0.04
	At the end of the year		2,500	0.04	2,500	0.04
6	Mr H S Parikh					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	01.04.2015	4,000	0.07	4,000	0.07
	At the end of the year		4,000	0.07	4,000	0.07
7	Mr Arvind K Shah**					
	At the beginning of the year		46,100	0.77	46,100	0.77
	Inter Se Transfer	22.07.2015	(46,100)	(0.77)	0	0.00
	At the end of the year		0	0.00	0	0.00
8	Mr Shailesh A Shah**					
	At the beginning of the year		345,963	5.78	345,963	5.78
	Inter Se Transfer	22.07.2015	(345,963)	(5.78)	0	0.00
	At the end of the year		0	0.00	0	0.00



* The Following Directors/Key Managerial Personnel(KMP) did not hold any shares during fiscal year 2016:

- (a) Mr Rajendra A Shah
- (b) Ms Ushma Khabaria
- (c) Mr Avinash Hariharo(CFO)
- (d) Ms D Meena (CS)

** Ceased to be Directors with effect from 1st July 2015 due to Resignation.

*** Mr Piyush P Shah was appointed as Additional Director with effect from 28th May 2015.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,434.02	1,734.77	-	6,168.79
ii) Interest due but not paid	-	185.68	-	185.68
iii) Interest accrued but not due	13.83	-	-	13.83
Total (i+ii+iii)	4,447.85	1,920.45	-	6,368.30
Change in Indebtedness during the financial year				
* Addition	545.45	-		545.45
* Reduction	-	(589.60)		(589.60)
Net Change	545.45	(589.60)	-	(44.15)
Indebtedness at the end of the financial year				
i) Principal Amount	4,982.08	1,201.23	-	6,183.31
ii) Interest due but not paid	-	129.62	-	129.62
iii) Interest accrued but not due	11.22	-	-	11.22
Total (i+ii+iii)	4,993.30	1,330.85	-	6,324.15

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs/Lac)
		Mr Ketan M Shah (Chairman and Managing Director)	Mrs Sangeeta K Shah (Whole Time Director)	Mr G Gopalswamy (Whole Time Director)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	41.44	29.37	28.80	99.61
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.56	-	-	0.56
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	42.00	29.37	28.80	100.17



B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs/Lac)
		Mr Rajendra A Shah	Mr.H. S Parikh	Mr. Kisan R Choksey	Ms Ushma Khabaria	
1	Independent Directors					
	Fee for attending board committee meetings	0.90	1.00	0.80	0.85	3.55
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.90	1.00	0.80	0.85	3.55
2	Other Non-Executive Directors					-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	0.90	1.00	0.8	0.85	3.55

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs/Lac)
		Mr Avinash Hariharno (CFO)	Ms D Meena (CS)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.77	6.49	13.26
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total c	6.77	6.49	13.26

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties,punishment or compounding of offences during the year ended 31st March, 2016.

Annexure-V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

(Pursuant to Section 135 of the Companies Act, 2013)

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Committee has formulated a CSR policy of the Company for undertaking the activities as specified in Schedule VII to the Companies Act, 2013. A copy of the CSR Policy has been posted on the website of the company at www.simplexcastings.com and the weblink http://www.simplexcastings.com/investors/code-of-conduct/ .
2.	The Composition of the CSR Committee	Mr Kisan R Choksey (Chairman) Mr Ketan M Shah (Member) Mrs Sangeeta K Shah (Member)
3.	Average net profit of the Company for last three financial years	Rs 341.32 Lacs
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs 6.82 Lacs
5.	Amount unspent carried forward of the Financial Year 2014-15	Rs 16.36 Lacs
6.	Total CSR Budget for Financial year 2015-16	Rs 23.18 Lacs
7.	Details of CSR spent during the financial year. 1. Total amount spent for the Financial Year 2. Amount unspent, if any 3. Manner in which the amount spent during the financial year	Rs 10.14 Lacs Rs 13.04 Lacs The manner in which the amount is spent is detailed in the annexure.

(Rs in Lacs)

CSR Project or activities	Sector in which the project is covered.	Location where project is undertaken State(Local Area and District)	Amount outlay(budget) project or programs wise	Amount Spent on the Projects or Programs	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
Providing Industrial or Vocational Training to unemployed or fresher students and Promoting Education	Promoting Education and Employment enhancing Vocational Training	Durg District and West Godavari A.P	Rs 3.07	Rs 3.07	Rs 3.07	Direct and through Implementing Agency
Construction of separate girls toilets in backward school for Promoting cleanliness and safety of girl child	Empowering women	Durg District	Rs 3.50	Rs 3.50	Rs 3.50	Through Implementing Agency
Installation of BIA Camera on Centers	Social Economic Welfare	Durg District	Rs 1.00	Rs 1.00	Rs 1.00	Through Implementing Agency
Medical and Blood Donation Camp	Health	Durg District	Rs 0.68	Rs 0.68	Rs 0.68	Direct
	Administrative Expenses		Rs 1.89	Rs 1.89	Rs 1.89	Direct
Total			Rs 10.14	Rs 10.14	Rs 10.14	

Details of Implementing Agency: 1. Bhilai Industries Association 2. Adarsh Karma Shikshan Samiti 3. Mark ZP High School 1980 Student Welfare Association

8. In case the Company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

The CSR Committee of the Board of Directors had approved the CSR Policy and also identified the broad areas of CSR activities which it proposed to carry out viz. Education, Health & Safety, Employment enhancing vocational training and Women Empowerment. During the year under review, the Company made serious deliberations and chose the CSR programs which would be undertaken on a long term and continuous basis. Such programs will benefit communities where the Company operates. Towards the implementation of aforesaid programs the Company made efforts to identify

appropriate implementing agencies to incur the CSR expenditure in its identified CSR activities for which considerable amount of time was invested by the Company in F.Y. 2015-16. Accordingly, the Company incurred CSR expenditures in the identified CSR Activities as outlined in the Report and the said Projects/Programs were implemented successfully. The Company also initiated preliminary ground work for certain activities which it shall be able to implement in the F.Y. 2016-17. Accordingly, the Company has laid down a concrete foundation for the CSR Activities which shall help in achieving the Company's overall CSR objectives in F.Y. 2016-17. We are positive that our CSR activities can deliver the maximum impact to society.

9. The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with CSR objectives and Policy of the Company.

Sd/- Mr Ketan M Shah Managing Director	Sd/- Mr Kisan R Choksey Chairman-CSR Committee
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Annexure-VI

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R&D) AND FOREIGN EXCHANGE EARNING AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULE, 2014

CONSERVATION OF ENERGY

(a) Energy conservation measures taken:

- Maintaining power factor resulting in reduced reactive power consumption and energy bill.
- Periodic air leakage audits and addressing identified leak points.
- Replacement of CFL lamp to LED lamp for shop floor.
- Increasing awareness level amongst the work force for various energy conservation measures at the plant level.
- 300 KVAR capacitor installed in power distribution line.
- Installed one heater directly in the secondary tank instead of two heater in oil line of furnace.
- Repairing of old distribution line of Compressor.
- Variable Voltage Variable Frequency drive installed in Horizontal Boring Machine.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

Usage of LED lights in all possible areas of the plant to reduce power consumption and increase lux level and improvement of Energy Monitoring system.

(c) Impact of Measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

The improvement measures continue to support efficient use of energy and optimization in the production per unit cost.

(d) The Capital investment on energy conservation equipment :

During the Year, the Company has invested Rs 1.08 Lacs for this purpose.

TECHNOLOGY ABSORPTION , ADOPTION AND INNOVATION

- Installation of liquid oxygen plant
- Installation of CNC Flame Cutting machine to improve efficiency & quality in fabrication.
- Modification in Truck Frame (DLW) Mould Box resulted in sand saving of 1 MT per Mould.
- Modification in Side Frame (Cashnub HS) Mould Box resulted in 1.5 MT sand saving per Mould.

Your Company is in process of further implementing various project for absorption of technology:

- Enhance its customer reach through improvement of product quality and increasing application oriented products;
- Meets various sustainability objectives;
- Enhance product efficiency ; and
- Optimize cost, increase revenue and profitability.

The Company hasn't imported any technology during last three years.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange used and earned during the year:

(Rs in lacs)

Particulars	2015-16	2014-15
Foreign Exchange earned	2208.06	1606.45
Foreign Exchange used	350.68	216.41



REPORT ON CORPORATE GOVERNANCE

PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that Corporate Governance is a prerequisite for attaining sustainable growth in this competitive world. Simplex Castings philosophy on Corporate Governance is based on transparency and accountability and has been a part of the organizational culture of your Company for the past many years. In recent times, governance has been further strengthened within the organization by introduction of incremental changes to various policies and processes. It is your Company's unending mission to regularly nurture and develop steadfast professionalism, astute accountability and increased disclosures by taking all steps necessary towards superior growth in its value for its stakeholders.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Listing Regulations were effective from 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 (six) months from the effective date. Your Company has entered into Listing Agreement with BSE Limited on 4th January 2016.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations is given below:

BOARD OF DIRECTORS

Composition of the Board

As on 31st March, 2016, the Board of Simplex Castings Limited consists of 8 Members. Besides the Chairman, Executive Promoter Director, the Board comprises of three Executive Directors and four Non-Executive Independent Directors. The composition of the Board is in conformity

with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013. The Directors have expertise in the fields of strategy, management, finance, operations, human resource development and other areas.

Classification of Board

Category	Number of Directors	% to total number of Directors
Executive Directors	4	50
Non Executive Independent Directors	4	50
Total	8	100

Number of Board Meetings

Total four meetings of the Board of Directors were held in the financial year 2015-16. The company thus observed the provisions of listing agreement allowing not more than one hundred and twenty days gap between two such meetings.

Sl. No	Date of Meetings	No. of Directors Presents
1.	28.05.2015	7
2.	03.08.2015	6
3.	07.11.2015	8
4.	11.02.2016	6

Directors' Attendance Record and their other Directorships/ Committee Memberships

As mandated by Regulation 26 of the Listing Regulations, none of the Directors is a member of more than ten Board level Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a Director. Further all Directors have informed about their Directorships, Committee Memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on 31st March, 2016 are given below:

Sl. No	Name of the Director	Category	Relationship with other Directors	Attendance at meeting during 2015-16		No of other Directorship (s) as on 31-03-2016*	No. of other Board Committees member/ Chairman ***
				Board Meeting	AGM		
1	Mr. Ketan M Shah	Chairman/Managing Director /PD	Husband of Mrs Sangeeta K Shah	4/4	Yes	4	1
2	Mr. G Gopalswamy	ED	None	2/4	Yes	1	0
3.	Mrs. Sangeeta K Shah	PD/ED	Wife of Mr Ketan M Shah	3/4	Yes	4	2
4.	Mr. Kisan R Choksey	ID	None	3/4	Yes	6	0
5.	Mr. H. S. Parikh	ID	None	4/4	Yes	3	5
6	Mr. Rajendra A Shah	ID	None	4/4	No	0	0
7.	Ms. Ushma Khabaria	ID	None	4/4	Yes	1	0
8.	Mr. Piyush P Shah**	ED	Cousin of Mr Ketan M Shah	3/3	Yes	1	0

PD-Promoter Director ,ED-Executive Director & ID-Independent Director

* The Directorships, held by directors as mentioned above , include directorship in private Company also.

** Mr Piyush P Shah was appointed on the Board of the Company as Additional Director with effect from 28th May 2015 .

*** Only Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Evaluation of the Board Effectiveness

In terms of applicable provisions of the Companies Act, 2013 read with rules framed thereunder and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2015-16.

Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each director and self –assessment carried out by the Directors.

The overall outcome of this exercise was positive and members expressed their satisfaction.

Board Independence

In accordance with Section 149(11) of the Companies Act, 2013, the Independent Directors of your Company have been appointed for a tenure of 5(five) years. Their appointment was approved by the shareholders of your Company at their AGM held on 29th September, 2014. The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations and have confirmed that they do not hold directorship more than the prescribed limit in the Listing Regulations. Your Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013. A letter of appointment is available on the website of your Company and can be accessed through the following link:

http://www.simplexcastings.com/investors/notice-announcements/docs/notices/2014-15/Appointment_letter_to_Independent_Directors.pdf.

Separate Meeting of the Independent Directors

During the year under review, the Independent Directors met on 11th February, 2016, without the attendance of Non-Independent Directors and members of the management, *inter alia*, to discuss on the following :

- To review the performance of the Non-Independent Directors and the Board as whole;

- Review the performance of the Chairperson of your Company, taking into account views of Executive/Non Executive Directors ; and
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

Shareholding of Non Executive/ Independent Directors

Mr. Kisan R Choksey holds 2,500 shares and Mr. H S Parikh holds 4,000 shares of the Company. No other Non-Executive/ Independent Director holds any shares in the Company. Further the Company has not issued any convertible securities hence disclosure in this respect is not applicable.

Familiarization Programme

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with Senior Management Personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part. They are informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prohibition of Insider Trading. The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company and can be accessed through the following link:

http://www.simplexcastings.com/investors/notice-announcements/docs/notices/2015-16/familiarisation_programme_for_independent_Director.pdf

COMMITTEES OF THE BOARD

Simplex Castings has four Board level Committees:

- Audit Committee,
- Nomination and Remuneration Committee,
- Stakeholder's Relationship Committee and
- Corporate Social Responsibility Committee.

The composition of various Committees of the Board of Directors is available on the website of the Company at www.simplexcastings.com and weblink for the same is <http://www.simplexcastings.com/corporate/board-committees/>.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

A. AUDIT COMMITTEE

The Audit Committee is, *inter alia*, entrusted with the responsibility to monitor the financial reporting, audit



process, determine the adequacy of internal controls, evaluate and approve transactions with related parties, disclosure of financial information and recommendation of the appointment of Auditors.

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and majority of them having accounting or related financial management experience. The Executive Chairman, Finance Director and Statutory Auditor are permanent invitees to attend the meeting. Ms. D Meena, Company Secretary acts as Secretary to the Committee.

During the Financial Year 2015-16, the Audit Committee met four times on 28.05.2015, 03.08.2015, 07.11.2015 and 11.02.2016

In line with Listing Regulations, the Board of Directors in their meeting held on 11th February 2016 has amended the terms of reference of Audit Committee.

The Composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March 2016 is detailed below:

Name of the Member(s)	Category	Meeting(s) details	
		Held	Attended
Mr. Kisan R Choksey (Chairman)	Independent Director	4	3
Mr. H. S. Parikh	Independent Director	4	4
Ms. Ushma Khabaria*	Independent Director	3	3
Mr. Rajendra A Shah	Independent Director	4	4

* Ms Ushma Khabaria was appointed as Member of the Committee with effect from 28th May, 2015. Three meeting were held during her tenure.

The Chairman of the Audit Committee was present at the Last Annual General Meeting held on 23rd September, 2015.

Terms of reference and Role of the Audit Committee

The Audit Committee is empowered, pursuant to its term of reference and its role, inter alia, includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any in accounting policies and reasons for the same;
3. Compliance with listing and legal requirements relating to financial statements, qualifications, if

- any in the draft audit report;
4. Review of internal audit function and discussion on internal audit reports;
5. Recommending the appointment, remuneration and terms of appointment of statutory auditors, Cost auditors, Secretarial Auditor and Internal Auditor of the Company;
6. Approving payment to Statutory Auditors and Cost Auditor, for any other services rendered by them;
7. Reviewing the adequacy of internal audit function;
8. Disclosure of related party transactions and subsequent modifications, if any;
9. Review of the Vigil Mechanism/ Whistle Blower of the Company as per Vigil Mechanism/Whistle Blower Policy. Overseeing the functioning of the same;
10. Reviewing and Scrutinizing of inter-corporate loans and investments;
11. Appointment of Chief Financial Officer and
12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Committee met 2 (two) times during the financial year 2015-16 on 28th May, 2015 and 7th November, 2015. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2015-16 is detailed below:

Name of the Member(s)	Category	Meeting(s) Details	
		Held	Attended
Mr. Kisan R Choksey (Chairman)	Independent Director	2	2
Mr. H. S. Parikh	Independent Director	2	2
Mr. Rajendra A Shah	Independent Director	2	2

Ms. D Meena, Company Secretary acts as Secretary to the Committee.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on 23rd September, 2015.

Terms of reference

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration policy:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment/ removal;
2. Carry out evaluation of every director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
3. Devising a policy on Board diversity;
4. Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees ;and
5. Undertake any other matters as the Board may decide from time to time.

Remuneration of Directors

(a) Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings.

(b) Policy on Director's appointment and remuneration

The Nomination and Remuneration Policy provides for appropriate composition of Executive and Non Executive Independent Directors on the Board of Directors of your Company along with criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of your Company.

The Contents of the Nomination and Remuneration Policy are as under:

Remuneration to Executive Directors

The Remuneration to be paid to Managing Director and Whole Time Directors shall be governed as per provisions of the Act and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director and Whole Time Director.

Remuneration to Non-Executive / Independent Director:

Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

(c) Remuneration to Directors

Details of remuneration paid to the Executive Directors of the Company for the financial year 2015-16 are as follows:

(Rs in Lacs)

Name of Director	Basic Salary	Perqui-sites	Total
Mr. Ketan M Shah	36.00	6.00	42.00
Mrs. Sangeeta K Shah	25.50	3.87	29.37
Mr. G Gopalswamy	24.00	4.80	28.80

Notes-

- (a) Your Company has not granted any stock options to any of its Director.
- (b) The agreement with Whole –time Director/ Managing Director is for 5 Years .Further, either party to the agreement is entitled to terminate the Agreement by giving not less than six months' notice in writing to the other party.
- (c) Mr Piyush P Shah, Executive Director of the Company has not drawn any remuneration during the Financial year 2015-16.

Details of sitting fees paid to Independent Directors for the Financial Year ended 31st March ,2016:

(Rs in Lacs)

Name of Director	Sitting Fees
Mr .Kisan R Choksey	Rs 0.80
Mr. H S Parikh	Rs 1.00
Mr. Rajendra A Shah	Rs 0.90
Ms. Ushma Khabaria	Rs 0.85
Total	Rs 3.55

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The meeting of the Committee has not been held during the financial year 2015-16.



As on 31st March ,2016, the Stakeholders' Relationship Committee consists of the following members:

Name of the Member	Status	Category
Mr. Kisan R Choksey	Chairman	Independent Director
Mr. H S Parikh	Member	Independent Director
Mr. Rajendra A. Shah	Member	Independent Director

Ms. D Meena is the Company Secretary and Compliance Officer for complying with the requirements of Securities Law and acts as Secretary to the Committee.

The committee focuses primarily on monitoring expeditious redressal of investors/ stakeholders grievances and also function in an efficient manner that all issues / concerns stakeholders are addressed/ resolved promptly.

Investor Grievance redressal

The number of Complaints received and resolved to the satisfaction of investors during the year under review and their details are as under:

No of Complaints received	10
Resolved	10
Pending	0

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The composition of the CSR Committee is in alignment with provisions of Section 135 of the Companies Act, 2013. The Committee met once during the financial year 2015-16 on 3rd August , 2015. The constitution of the CSR Committee of the Board of Directors of your Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2015-16 is detailed below:

Name of the Member(s)	Category	Meeting (s) Details	
		Held	Attended
Mr. Kisan R Choksey (Chairman)	Independent Director	1	1
Mrs Sangeeta K Shah*	Executive Director	-	-
Mr Ketan M Shah	Managing Director	1	1

* Mrs Sangeeta K Shah was appointed as Member of the Committee with effect from 3rd August, 2015.

Ms D Meena acts as Secretary to the Committee.

Terms of reference

The CSR Committee is empowered, pursuant to its terms of reference, *inter alia* , to:

- a. Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with

- the Companies Act, 2013 and rules thereunder;
- b. Recommend the amount of expenditure to be incurred on the activities as above;
- c. Monitor the CSR Policy of the Company from time to time; and
- d. Such other activities as the Board of Directors may determine from time to time.

The CSR policy has been placed on the website of your Company and can be accessed through the following link: http://www.simplexcastings.com/investors/code-of_conduct/docs/policies/Corporate_Social_Responsibility_Policy.pdf

GENERAL BODY MEETINGS

During the preceding three years , the Company Annual General Meetings were held at Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon house, 6th Floor, 12 K Dubhash Marg, Near Kala Ghoda, Fort Mumbai- 400 001.

The date and time of Annual General Meetings held during last three years are as follows:

AGM	Year	Date & Time	No of special resolution passed
35 th	2014-15	23.09.2015 at 3.00 p.m	Yes-1
34 th	2013-14	29.09.2014 at 3.00 p.m	Yes-4
33 rd	2012-13	23.09.2013 at 3.00 p.m	Yes-4

The following special Resolutions were taken up in the last three AGMs and were passed with requisite majority.

23rd September , 2013

- Re-appointment of Mr Arvind K Shah as a Whole Time Director for a period of three years .
- Re-appointment of Mr Shailesh A Shah as a Whole Time Director for a period of three years.
- Members approval to make an application to Central Government for waiver of excess remuneration paid to Mr Arvind K Shah.
- Members approval to make an application to Central Government for waiver of excess remuneration paid to Mr Ketan M Shah.

29th September, 2014

- Members approval to make an application to Central Government for waiver of excess remuneration paid to Mr Arvind K Shah.
- Members approval to make an application to Central Government for waiver of excess remuneration paid to Mr Ketan M Shah.
- Approval of Authority to the Board of Directors u/s 180 (1)(c) of the Companies Act ,2013 to borrow money(s) for business purposes of the Company for an amount upto Rs 250 Cr.
- Approval for Authority to the Board of Directors u/s 180 (1)(a) of the Companies Act, 2013 to mortgage and/or



create mortgage and/or create charge on assets of the Company for an amount upto Rs 250 Cr.

23rd September ,2015

- Reappointment of Mr G Gopalswamy (DIN:02101651), who will attain the age of Seventy years on 22.11.2016 as Whole Time Director (Maintenance & Operation) for a term of Five years with effect from 10th July , 2015.

Extraordinary General Meeting (EGM)

No Extraordinary General Meeting held during the year.

Details of Resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern

During the year under review, no resolution has been passed through the exercise of postal ballot.

MEANS OF COMMUNICATION

1. Publication of Quarterly results

Quarterly, half yearly and annual financial results of the Company were published in leading English and vernacular Language newspaper, viz., Economic Times/ Free Press Journal and Navshakti.

2. Website and News Releases

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website at www.simplexcastings.com gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half Yearly/ Nine-months and Annual financial results along with the applicable policies of the Company. Your Company official news releases is also available on the Company website.

3. Reminder to Investors

Reminders to shareholders for unclaimed dividend are dispatched during the Financial Year 2015-16.

4. Exclusive email ID for investors

The Company has designated the e-mail id investors@simplexcastings.com exclusively for investor servicing and the same is prominently displayed on the Company's website www.simplexcastings.com.

DISCLOSURE

Related Party Transactions

During the period under view, the Company had not entered into any material transaction with any of its related parties. None of the transaction with any of related parties were in conflict with the Company's interest. All related party transactions are negotiated on an arms length basis, and are intended to further the Company's interest.

The Board of Directors has amended the Related Party Transactions policy on the recommendation of Audit Committee at their meeting held on 11th February 2016 in line with Listing Regulations.

The Policy on Related Party Transaction has been displayed on the Company website at www.simplexcastings.com at

weblink http://www.simplexcastings.com/investors/code-of-conduct/docs/policies/RPT_Policy.pdf.

Details of non compliance by the Company

Your company has complied with all the requirements of the Stock Exchange (s) and the SEBI on matters related to Capital market except due to some unavoidable circumstances, the Corporate Governance Report for the Quarter ended 31st March 2015 was not submitted within due time thus penalty of Rs 38760/- was paid to the Stock Exchange during the financial year 2015-16.

Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

Whistle Blower policy/Vigil Mechanism

The company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws, rules, regulations or unethical conduct. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

The above mechanism has been displayed on the Company website at www.simplexcastings.com at weblink http://www.simplexcastings.com/investors/code-of-conduct/docs/policies/Vigil_Mechanism_Whistle_Blower_Policy.pdf

Code of Conduct on prohibition of Insider Trading

During the year, Code of Conduct on prohibition of Insider Trading was approved by the Board through circular resolution dated 14th May, 2015. The Code has been made applicable to cover Directors, Senior Management Personnel, persons forming part of Promoter(s)/ Promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company ("Designated Persons").

The above code has been displayed on the Company website at www.simplexcastings.com at weblink http://www.simplexcastings.com/investors/code-of-conduct/docs/policies/Code_of_PIT.pdf

New Policies

The Company has also adopted Document Retention and archival Policy and Policy on Disclosure of material events/Information during the financial year 2015-16. The



above policies are available on Company website at www.simplexcastings.com

Compliance with Mandatory Requirements

The Company has complied with all mandatory items of the clause 49 of the Listing Agreement as applicable till 30th November 2015 and Listing Regulations from 1st December 2015 onwards.

Apart from complying with mandatory obligations, the Company has complied with a few discretionary requirements, such as financial statements with unmodified audit opinion.

Material Subsidiary Policy

The Company has no subsidiary and hence there is no need to frame any policy for determining "material" subsidiary.

Disclosure of Commodity Price risks and Commodity hedging activities

The principal raw materials of the Company are procured from the domestic suppliers and not from Overseas markets. The Company does not indulge in any commodity hedging activities.

Disclosure of accounting treatment in preparation of financial statements

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

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 in accordance with the requirement under Regulation 17 of the Listing Regulations. The Code of Conduct has been posted on the website of your Company. All the Board members and senior Management Personnel have affirmed their compliance with the said code of conduct for the financial year 2015-16. The declaration to this effect signed by Mr Ketan M Shah, Managing Director of the Company forms part of the Report.

CEO/ CFO Certification

The CEO and CFO certification on the financial statements and the cash flow statement for the year provided to the Board is placed at the end of the report.

GENERAL SHAREHOLDER'S INFORMATION

36th Annual General Meeting	
Date	29.09.2016
Time	3.00 P.M
Venue	Babasaheb Dhaanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon house, 6 th Floor, 12 K Dubhash Marg, Fort Mumbai- 400 001

Financial Calendar	
Financial year	1 st April to 31 st March
Tentative Schedule for declaration of results during the Financial Year 2016-17	
Unaudited First Quarter Results	On or before 14 th August 2016
Unaudited second Quarter Results	On or before 14 th November 2016
Unaudited Third Quarter Results	On or before 14 th February 2017
Unaudited Fourth Quarterly Results	On or before 30 th May, 2017
Date of Book Closure	23 rd September, 2016 to 29 th September, 2016 (both days inclusive)
Dividend Payment Date	
Interim Dividend 2015-16 of Rs 0.50 per Equity shares declared on 12 th March 2016	On or after 29 th March, 2016
Listing	Bombay Stock Exchange
Stock code	513472
Trading Symbol	SIMPLEXCAS
ISIN Number	INE 658 D01011
CIN	L27320MH1980PLC067459

Payment of Listing Fees

Your Company has paid the Listing Fees to BSE for the Financial Year 2015-16.

Share Transfer System

Applications for transfer of shares held in physical form will be sent to the Company's Registrar & Share Transfer Agent. 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.

Delisting of Securities

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

Outstanding GDRs/ADRs

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

Dematerialization of Shares

Particulars	No of Shares	% of Shares
Physical	3,35,711	5.61
Demat	56,48,489	94.39
Total	59,84,200	100.00

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information, please contact M/s Link Intime India Pvt Ltd, Registrar and Transfer Agent.



Market price Data

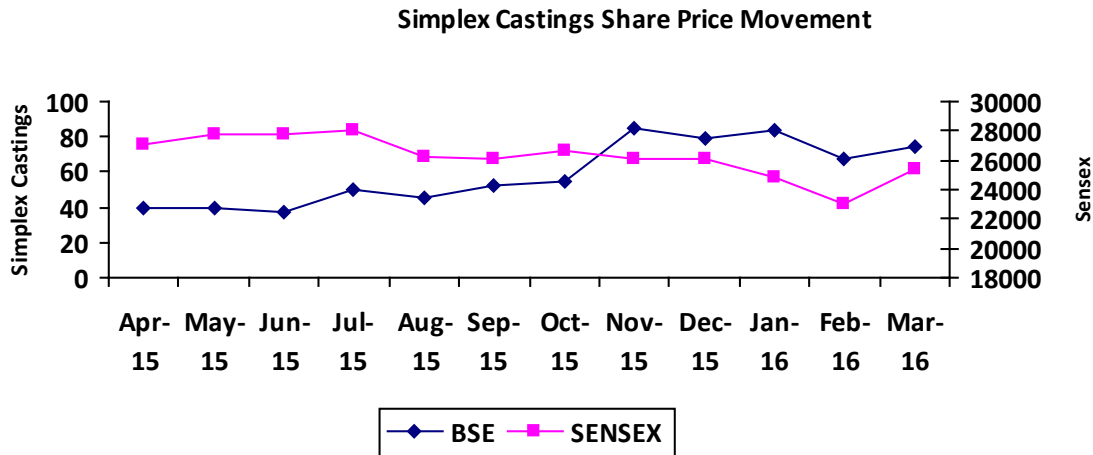
The monthly high and low prices and volumes of your Company shares at BSE for the year ended 31st March, 2016 are as under:

Month(s)	Highest	Lowest	No of Shares	No of Trades
April 2015	40.10	31.70	25146	251
May 2015	48.80	32.15	88136	335
June 2015	41.70	33.50	115715	252
July 2015	49.70	37.75	140550	916
August 2015	53.80	38.30	91188	516
September 2015	52.00	40.50	22545	193
October 2015	60.20	49.10	139626	899
November 2015	85.00	48.35	237651	1958
December 2015	86.90	68.25	160924	1100
January 2016	95.00	76.60	144917	1045
February 2016	89.30	64.10	89258	734
March 2016	77.80	69.55	33354	274

(Source: The information is compiled from the data available from the website of BSE)

Performance in Comparison to broad - based Indices

The Chart below shows the comparison of your Company share price movement on BSE vis-à-vis the movement of the BSE Sensex for the Year 2015-16 (based on month end closing):



Distribution of Shareholding as on 31.03.2016

Slab	Total No. of Shareholders	(%)	Number of shares	% of Total Share Capital
1 - 500	3701	88.95	496014	8.29
501 - 1000	207	4.97	170683	2.85
1001- 2000	98	2.36	147694	2.47
2001- 3000	42	1.00	107338	1.79
3001- 4000	13	0.31	46083	0.77
4001- 5000	18	0.43	82941	1.39
5001- 10000	30	0.72	228103	3.81
10001- above	52	1.26	4705344	78.63
Total	4161	100.00	5984200	100.00



Shareholding Pattern as on 31.03.2016:

Sl. No	Category	No of Shares	% Shareholding
1	Promoter & Promoter group:		
(I)	Individual / HUF	31,89,966	53.31
(II)	Bodies Corporate	2,93,600	4.91
	Total:	34,83,566	58.22
2	Public Shareholding:		
(I)	Mutual Fund/UTI	1,600	0.03
(II)	Bodies Corporate	3,26,004	5.45
(III)	Individuals	18,89,670	31.57
(IV)	Any other	2,83,360	4.73
	Total	25,00,634	41.78
	Total	59,84,200	100.00

Address for Correspondence :

<p>Registrar and Share Transfer Agents: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078 Tel. No: +91 22 25946970 Fax: +91 22 25946969 E-mail Id: rnt.helpdesk@linkintime.co.in</p>	<p>Registered office : Simplex Castings Limited, 601/602A, Fair Link Centre, Off Andheri Link Road, Andheri (W), Mumbai – 400 053 Tel. No: +91-22-40034768 Fax. No: +91-22-40034768 Email Id: sclmumbai@simplexcastings.com</p>	<p>Compliance Officer: D Meena Company Secretary Corporate Office Plot No. 32, Shivnath Complex, G.E. Road, Supela, Bhilai, Dist. - Durg (CG) 490023 India Tel. No:0788-2290483, 2290484, 2290485 Fax. No: 0788-2285664 E-mail Id: cs@simplexcastings.com</p>
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Plant Location:

Unit-I	Unit-II	Unit-III
5, Industrial Estate, Bhilai, (C.G.) 490 026 Ph-0788 4015273 Fax- 0788-4034188	750, Ring Road No 2, Urla Industrial Estate, Raipur, (C.G.)-493221 Phone-0771-6537383 Fax No.0771-2323805	223/2 & 224, Industrial Estate, Tedesara, Rajnandgaon- 491443 (C. G.) Ph- 9203910587 Fax No.: 07744-220972



Declaration of Compliance with the Code of Conduct

I hereby confirm that:

the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2016.

Date: 01.08.2016

Place: Mumbai

Ketan M Shah
Managing Director

Certification by Chief Executive Officer (CEO) & Chief Financial Officer (CFO)

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2016 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;

We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We further certify that:

1. There has not been any significant change in the internal control over financial reporting during the year under review.
2. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements and,
3. 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

(Avinash Hariharo)
Chief Financial Officer

Date: 01.08.2016

Place: Mumbai



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

COMPANY OVERVIEW

Simplex Castings Limited is engaged in manufacturing of Heavy Engineering Castings & fabricated items. Simplex Castings manufactures various grades (in cast, machined & assembled condition) for all industrial sectors (both from Domestic & International markets) like Steel Plants, Power Plants (Thermal, Hydro, Wind), Railways, Mines, Cement, Chemical, Oil, Defence, Sugar, Earth Moving, Machine Tools, Heavy Valves & Pumps Castings, Ship Building etc.

Simplex Castings possess well equipped manufacturing facilities such as Cast Iron Foundry, Steel & Alloy Foundry, Heavy Engineering & Fabrication Plant for equipment building, structural fabrication, assembly facility, each plant is associated with modern machining facilities and a central machine shop with several machine tools including large number of CNCs, EPC Division to take up Turn-Key Projects, Design wing with modern computer setup and aided tools etc. Simplex is complete one stop shop for all engineering components manufacturing needs, castings, forging, fabrication, machining, assembly, equipment building, in-house testing, EPC division, Designing facility. Simplex Plants are situated in Bhilai, Raipur & Rajnandgaon, state of Chhattisgarh, the central part of India, most mineral rich & densely industrialized province in India.

ECONOMY OVERVIEW

GLOBAL ECONOMY

The global economic growth remained largely subdued at 3.1% in CY 2015 as against 3.4% in CY2014. The emerging markets and developing economies' growth which still accounts for over 70% of global growth, declined for the fifth consecutive year and the advanced economies witnessed a modest but uneven recovery. However, the global economy saw a sizeable leg down in the last quarter of CY2015- in both advanced and emerging markets and developing economies. During the year, the global economic activities were negatively impacted by gradual slowdown and rebalancing in China leading to lower investments and negative impact on global trade flows and export dependent economies, overcapacities and higher output gap leading to worldwide depressed investment, a downward pressure on prices of energy and commodities, a hawkish US Fed commentary which added to the volatility in the financial, currencies as well as commodity markets and depressed domestic demand with growing disorder of global trade has resulted in increasing trade remedial actions by various economics.

3.1%

The global economic growth remained largely Subdued at 3.1% in CY 2015 as against 3.4% in CY 2014.

GLOBAL GROWTH TREND(%)

	2015	2016(P)	2017(P)
World Output	3.1	3.2	3.5
Advanced Economies	1.9	1.9	2.0
United States	2.4	2.4	2.5
Euro Area	1.6	1.5	1.6
Japan	0.5	0.5	-0.1
United Kingdom	2.2	1.9	2.2
Other Advanced Economies*	2.0	2.1	2.4
Emerging and Developing Economies	4.0	4.1	4.6
China	6.9	6.5	6.2
Sub- Saharan Africa	3.4	3.0	4.0

P:Projections*(Excludes the G7- Canada, France, Germany, Italy, Japan, United Kingdom, United States and euro area countries)

(Source: International Monetary fund, 2016)

INDIA ECONOMY

India's GDP grew by 7.6% in FY 2015-16, making it one of the world's fastest growing major economies. Interestingly, the GDP grew at 7.9% in the fourth quarter, a stellar performance. According to the data released by the Central Statistics Office, the growth in manufacturing and farm sectors during the fourth quarter accelerated to 9.3% and 2.3%, respectively. The policy initiatives of the government, low interest rates, declining fiscal deficit and moderating inflation have helped the Indian economy stay on a sustainable growth path. The growth rate is expected to touch 8% in FY 2016-17 on the back of a favourable monsoon.

GDP GROWTH % IN VARIOUS SECTORS:

Sectors	2013-14	2014-15	2015-16*
Agriculture, Forestry & Fishing	3.7	1.1	1.1
Industry	4.5	5.9	6.1
Services	9.1	10.6	10.9
GDP at market prices	6.9	7.4	7.6

(Source: Advance CSO Estimates)

The Indian economy, however, also faced major challenges during the year in the form of slow agricultural growth due to poor monsoons, disappointing manufacturing output due to low commodity prices and weak demand, growing NPA's and stressed assets and sharp contraction in exports due to weak global demand and low commodity prices.

India's trade deficit declined to US\$ 5.1 billion in March 2016. This was the result of a fall in net imports by 21.6%. Stability in the political environment and the Government's pre-reform approach continues to strengthen the confidence of entrepreneurs and investors. Higher infrastructure spending, increased fiscal devolution to states, and the

focus on enhancing the ease of doing business resulted into improved investor sentiment and business outlook.

The Government's 'Make in India' initiative has also encouraged domestic entrepreneurs to match global best practices and also attracted FDI. The Make in India initiative is expected to help the country emerge as a hub for global manufacturing bellwethers. This ,together with expansion in services is expected to stimulate employment, as well as higher consumer spending.

The Government introduced the JAM Trinity (Jan Dhan Yojana, Aadhar and Mobile) to bolster financial inclusion and bring large unbanked parts of the population into the ambit of formal channels of finance. In addition, payment banks and small finance banks are expected to drive micro-credit offtake, besides reforming the Indian financial sectors.

INDUSTRY STRUCTURE & DEVELOPMENT

During 2015-16, India emerged as the world's third largest producer of crude steel, up from eighth position in 2003. The industry growth is driven by an availability of raw materials such as iron ore and cost-effective labour.

India produced 89.6 MT crude steel in FY 2015-16, a increase of 7.7% since last year. In FY 2015-16, the country consumed 109.9 million tonnes (MT) of crude steel. The country witnessed an unprecedented inflow of cheap imports, which saw a significant increase in the last fiscal.

Government Measures to boost Industry Growth :

In order to achieve the growth target of production of 300 Million Tonnes of Steel by 2025 from the current levels, some of the recent government initiatives are as follows:

- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI); in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of Rs 200 crore.
- The Government of India plans to auction eight coal blocks with reserves of 1,143 Million Tones to steel and cement firms in January , 2016.
- The Government has planned Special Purpose Vehicles (SPVs) with four iron ore rich states i.e Karnataka, Jharkhand, Orissa and Chhattisgarh to set up plants having capacity between 3 to 6 MTPA.
- A project Monitoring Group (PMG) has been constituted under the cabinet secretariat to fast track various clearances/ resolution of issues related to investments of Rs 1000 crore or more.
- To increase domestic value addition and improve iron ore availability for domestic steel industry, duty on export of iron ore has been increased to 30%.
- In Union Budget 2016-17, the government of India has proposed to spend Rs 2,18,000 Crore on roads and railways, enhancing the demand for steel and construction materials.

OUTLOOK

GLOBAL

The outlook for the global economy is mostly positive with growth picking up in the US, India and Southeast Asia, while several emerging markets are experiencing a deceleration in growth. However, the structural shift in the transitioning Chinese economy could cap this momentum. Although, global steel demand is expected to decline by 0.8% to 1,488 MT in 2016, a contraction of 3.0% in 2015, it is expected to return to growth in 2017, the world steel demand is likely to return to a growth of 0.4% and reach 1,494 MT.

INDIA

India is expected to become the world's second largest producer of crude steel in the next few years, moving up from the third position. The country's steel industry has a significant scope for growth. The consumption of steel per capital in India is around 65 kg per year, much lower compared to the global average (235 kg), leaving significant headroom for growth. Growing investments for infrastructure, rapid growth in the industrial sector, increase in urban population, and strengthening of rural steel market can raise the country's per capital steel consumption considerably.

The Indian government's measures to pump prime the economy and progress on various policy reforms underpin a constructive medium term demand outlook. However, this also makes india an attractive export destination for steel surplus countries. Imposition of minimum import price on various steel products has provided some relief; however, the industry sees the need for adequate ,swifter and longer shelf-life trade remedial measures to check unbridled and unfair imports of steel in to India.

OPPORTUNITIES & THREATS

Infrastructure

Infrastructure creation is critical for a country's economic growth. The Government of India allocates funds to sectors and encourages private participation through the PPP route to push for infrastructure development. It has announced a National Investment and Infrastructure Fund (NIIF) with an expected initial corpus of USD 6.2 billion to help bridge the investment gap.

Railways

The Government of India is aiming to target higher investments by prioritising the decongestion of heavy haul routes and speeding up trains. The Railway Ministry has earmarked an investment of USD 133.5 billion towards the development of railways sector over the next five years ending 2019. This initiative by the government will definitely bag more orders from Railway sector in future.

Defence

The Government of India is encouraging self-reliance in the defence sector; and is also encouraging Indian private sector players to manufacture defence equipment. The country currently imports significant quantity of steel annually to meet its defence requirements, reflecting high



demand and huge potential for the Indian steel industry. Keeping an eye on the future, the Company is planning to extend its expertise to develop new products and expand its footprint in the global aerospace and defence value chain.

Manufacturing

The Make in India initiative aims at enhancing manufacturing through investment, innovation, and by building best-in-class manufacturing infrastructure. The initiative is expected to revive the manufacturing sector and make it self-reliant. The sector grew at an annual average rate of 5.77% for 2011-15; and the Make in India initiative is likely to enhance the growth rate of manufacturing to 12 to 14% over the next 3 to 5 years.

Mining

India has the world’s 8th largest reserve base of bauxite and 6th largest base of iron ore, accounting for about 5% and 8% respectively of total world production. India is 4th largest iron ore producer in the world and 5th largest bauxite ore producer in the world. India has vast minerals potential with mining leases granted for longer durations of 50 years.

The demand for various metals and minerals will grow substantially over the next 15 years.

Threats

Rising fuel prices and shrinkage of the margins, Availability of finance at reasonable interest costs, Stiff competition owing to surplus capacities, volatile foreign exchange rates and Slowdown in the demand are major threats.

OPERATIONAL AND FINANCIAL PERFORMANCE

The highlights of the financial operational performance are given below:

(Rs in Lacs)

Particulars	2015-16	2014-15
Operational Revenue	20426.87	16986.71
Other Income	722.72	82.14
Profit Before Tax	533.11	107.41
Profit After Tax	355.78	119.34
Earnings per share	5.95	1.99
Net Worth	8080.90	7707.22

20.25%
*Growth in Turnover
 for the FY 2015-16 compare
 to previous year*

REVENUE ANALYSIS

(Rs in Lacs)

	2015-16	2014-15	Y-Y %
Domestic Turnover	17783.35	14761.61	20.47
Export	2643.52	2225.10	18.80
Total	20426.87	16986.71	20.25

RISK CONCERN

Business risks exist for any enterprise having national and international exposure. Your Company also faces some such

risks, the key ones being - a longer than anticipated delay in economic revival, unfavorable exchange rate fluctuations, emergence of inflationary conditions, Competition in Indian and Global market and any unexpected changes in regulatory framework.

The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company’s internal control procedures are adequate to ensure compliance with various policies, practices and statutes in keeping with the organization pace of growth and increasing complexity of operations.

Your Company maintains a system of internal controls designed to provide reasonable assurance regarding the following:

- Effectiveness and efficiency of operations
- Adequacy of safeguards for assets
- Prevention and detection of frauds and errors
- Accuracy and completeness of the accounting records
- Timely preparation of reliable financial information

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

Human Resource is the most vital factor to achieve the goals of any organization. To maintain its competitive edge in a highly dynamic industry, your Company recognizes the importance of having a work force which is consumer-focused, performance-driven and future-capable. In keeping with this, a number of policies and initiatives have been drawn up to ensure a healthy balance between business needs and individual aspirations.

The Company has identified the Key Performance Indicators which are useful in assessing how well the company is performing against its strategic aims.

At Simplex Castings , we believe in fostering equal employment opportunities, where individuals are selected and treated on the basis of their job-relevant merits and are given equal opportunities within the organization. As on March 2016, the company had 505 employees on its rolls.

CAUTIONARY STATEMENT

This report contains projections, estimates, etc., which are just ‘forward-looking statements’. Actual results could differ from those expressed or implied in this report. Important factors that may have an impact on the Company’s operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets, changes in the Government regulations / policies, tax laws and other statutes and other incidental factors. The Company assures no responsibility to publicly modify or revise any forward looking statements on the basis of any future events or new information. Actual results may differ from those mentioned in the report.



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, 2016, 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. These Standards require that we comply with ethical requirements and plan and perform the audit to obtain 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 of the financial statements that give a true and fair view 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 on the financial statements.

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, of the state of affairs of the Company as at 31st March, 2016, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;



- (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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year.

For M/s TAUNK & SRIKANTH
Chartered Accountants
(Firm's Regn. No. 001524C)

Place : Mumbai
Dated : 29.05.2016

(N. K. TAUNK)
Partner
Membership No.30421

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our Report to the members of the Company on the Financial Statements for the year ended 31st March, 2016.

- 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 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, if any, were not significant and the same have been properly dealt with in the books of account.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms limited liability partnerships or other parties covered in the register maintained u/s 189 of the Companies Act, 2013, and accordingly clause iii(a) and iii(b) of paragraph 3 of the Order are not applicable to the company.
- iv) In our opinion and according to information and explanations given to us, the Company has complied with provisions 4 of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- v) The Company has not accepted any deposits from the public during the period to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder are applicable.
- vi) We have broadly reviewed the cost records maintained by the Company prescribed by the Central Government under section 148(1) of the Companies Act, 2013 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.
- vii) 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, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory 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 2016 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 Rs. in lacs*
1	Income Tax Act	Income Tax	IT Appellate Tribunal	AY - 2010-11	46.83
			Comm of IT (Appeals)	AY - 2010-11	149.21
2	Central Excise Act	Excise Duty	Central Excise & Service Tax Appellate Tribunal. (CESTAT)	2003-04 2005-06 & 2006-07	0.80 40.72
		Service Tax	Supdt. Central Excise	2011 to 2013	4.52
3	MP Municipal Corpn. Act	Terminal Tax	Commissioner, Municipal Corpn., Bhilai	1999-2000 to 2012-13	27.07
4	Odisha-VAT Act	Sales Tax	High Court of Odisha	2009-10 to 2013-14	703.68

- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to its financial institutions, bankers and government. The Company did not have any outstanding debentures during the year.
- ix) 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. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- x) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year, that causes the financial statements to be materially misstated.
- xi) According to the information and explanation given to us and based on our examination of the records of the Company, the managerial remuneration paid/provided is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule 5 of the Companies Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company as prescribed under section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, no preferential allotment or private placement of shares or fully or partly convertible debentures has been made by the Company during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, no non-cash transactions with directors or persons connected with him have been entered into by the Company. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s TAUNK & SRIKANTH
Chartered Accountants
(Firm's Regn. No. 001524C)

(N. K. TAUNK)
Partner
Membership No. 30421

Place : Mumbai
Dated : 29.05.2016

ANNEXURE B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Simplex Castings Limited ("the Company"), as of 31st March, 2016, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s TAUNK & SRIKANTH
Chartered Accountants
(Firm's Regn. No. 001524C)

Place : Mumbai
Dated : 29.05.2016

(N. K. TAUNK)
Partner
Membership No. 30421



BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	As at 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
A EQUITY AND LIABILITIES			
1) Shareholders' Funds			
a) Share Capital	2	598.42	598.42
b) Reserves & Surplus	3	7,482.48	7,108.80
		<u>8,080.90</u>	<u>7,707.22</u>
2) Non-Current Liabilities			
a) Long Term Borrowings	4	2,101.12	1,739.24
b) Deferred Tax Liability (net)	5	941.44	915.11
		<u>3,042.56</u>	<u>2,654.35</u>
3) Current Liabilities			
a) Short Term Borrowings	6	4,982.08	4,434.02
b) Trade Payables	7	4,255.95	4,041.23
c) Other Current Liabilities	8	3,245.32	4,811.89
d) Short Term Provisions	9	45.53	0.48
		<u>12,528.88</u>	<u>13,287.62</u>
	TOTAL	<u><u>23,652.34</u></u>	<u><u>23,649.19</u></u>
B ASSETS			
1) Non-Current Assets			
a) Fixed Assets	10	7,423.85	7,941.63
- Tangible Assets		7,416.31	7,857.55
- Intangible Assets		7.54	7.39
- Capital Work-in-Progress		0.00	76.69
b) Non-Current Investments	11	14.47	14.47
c) Long-Term Loans and Advances	12	1,089.33	607.60
d) Long-Term Trade Receivables	13	2,147.15	1,736.13
		<u>10,674.80</u>	<u>10,299.83</u>
2) Current Assets			
a) Inventories	14	5,210.21	7,246.78
b) Trade Receivables	15	5,137.95	3,431.27
c) Cash and Cash Equivalents	16	288.92	329.77
d) Short-Term Loans and Advances	17	2,175.00	2,327.60
e) Other Current Assets	18	165.46	13.94
		<u>12,977.54</u>	<u>13,349.36</u>
	TOTAL	<u><u>23,652.34</u></u>	<u><u>23,649.19</u></u>

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

In terms of our report of even date

For M/s TAUNK & SRIKANTH
Chartered Accountants
(FRN 001524C)

(N. K. TAUNK)
Partner

Place : Mumbai
Date : 29.05.2016

For and on behalf of the Board

Ketan M Shah
Managing Director
(DIN: 00312343)

Avinash Hariharo
Chief Financial Officer

Sangeeta K Shah
Director
(DIN: 05322039)

D. Meena
Company Secretary

Place : Mumbai
Date : 29.05.2016



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note	Year Ended 31.03.2016 Rs. in lacs	Year Ended 31.03.2015 Rs. in lacs
INCOME :			
Revenue from Operations	19	20,426.87	16,986.71
Other Income	20	722.72	82.14
Total Revenue :		21,149.59	17,068.85
EXPENDITURE :			
Cost of Materials Consumed	21	8,972.80	8,700.19
Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in Trade	22	2127.80	(369.15)
Employee Benefits Expense.	23	1,613.85	1,624.66
Finance Costs	24	1,157.31	1,499.08
Depreciation & Amortisation Expense	25	684.99	779.96
Other Expenses	26	6,059.73	4,726.70
Total Expenses :		20,616.48	16,961.44
Profit Before Tax		533.11	107.41
Tax Expenses			
- Current Tax		151.00	21.48
- Deferred Tax Liability/(Asset)		26.33	(33.41)
Profit for the year		355.78	119.34
Earnings per Share of face value of Rs. 10 each	30	5.95	1.99
Basic and Diluted (in Rupees)			
Significant Accounting Policies - 1			
Notes on Financial Statements - 2 to 32			

In terms of our report of even date

For M/s TAUNK & SRIKANTH
Chartered Accountants
(FRN 001524C)

(N. K. TAUNK)
Partner

Place : Mumbai
Date : 29.05.2016

For and on behalf of the Board

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Managing Director
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(DIN: 05322039)

D. Meena
Company Secretary

Place : Mumbai
Date : 29.05.2016



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
A. Cash Flow from Operating Activities		
Net Profit before Tax and Extra-Ordinary items	533.11	107.41
Adjustments for:		
- Depreciation	684.99	779.96
- Interest expenses	916.38	1,187.95
- (Profit)/Loss on Sale of Assets	(0.50)	1.08
- Dividend Income	(0.05)	(0.02)
- Agricultural Income	-	(5.00)
- Effect of Exchange Rate Change	158.13	(148.29)
- Capital Gains	(210.47)	-
Operating Profit before Working Capital Changes	2,081.59	1,923.09
Adjustment for:		
Inventories - (Increase) / Decrease	2,036.56	96.87
Trade Receivables - (Increase) / Decrease	(2117.70)	(720.43)
Other Receivables - (Increase) / Decrease	(9.50)	(983.39)
Trade & Other Payables - Increase / (Decrease)	(1057.28)	1,497.97
Cash generated from Operations	933.67	1,814.11
Direct Taxes paid	(136.16)	(44.87)
Cash Flow before Extra Ordinary Items	797.51	1,769.24
Net Prior Year Adjustments	3.59	0.01
Net Cash generated from Operating Activities	A 801.10	1,769.25
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(1055.58)	(93.40)
Sale of Fixed Assets	550.60	5.69
Dividend Received	0.05	0.02
Agricultural Income	-	5.00
Net Cash used in Investing Activities	B (504.93)	(82.69)
C. Cash Flow from Financing Activities		
Borrowings from Bank (Short Term)	548.07	(315.66)
Proceeds from Bank Borrowings (Long Term)	529.24	-
Repayment of Bank Borrowings (Long Term)	-	(716.00)
Other Borrowings - Increase / (Decrease)	(400.82)	443.26
Interest Paid	(977.07)	(1,169.72)
Dividend Paid	(30.35)	(31.43)
Dividend Tax Paid	(6.09)	(5.09)
Net Cash from Financing Activities	C (337.02)	(1,794.64)
Net Increase in Cash & Cash Equivalents (A+B+C)	(40.85)	(108.08)
Cash & Cash Equivalent as on 1st April, 2015	329.77	437.85
Cash & Cash Equivalent as on 31st March, 2016	288.92	329.77

Note:- The above Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standards on Cash Flow Statements (AS-3).

In terms of our report of even date

For M/s TAUNK & SRIKANTH
Chartered Accountants
(FRN 001524C)

(N. K. TAUNK)
Partner

Place : Mumbai
Date : 29.05.2016

For and on behalf of the Board

Ketan M Shah
Managing Director
(DIN: 00312343)

Avinash Hariharo
Chief Financial Officer

Sangeeta K Shah
Director
(DIN: 05322039)

D. Meena
Company Secretary

Place : Mumbai
Date : 29.05.2016



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The Financial Statements are prepared on going concern assumption on accrual basis under the historical cost convention, except for certain fixed assets which are carried at revalued amounts.

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 Building and Plant & Machinery are stated at cost. Building & Plant & Machinery which were revalued by the company in 1995 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 (based on the useful life of the asset as prescribed in Schedule II of Companies Act, 2013) except in the case of Building and Plant & Machineries in which case depreciation is provided as per straight line method pursuant to section 123(2) of Companies Act, 2013.

*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 raw material 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".

*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.

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 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
a)	AUTHORISED : 7500000 Equity Shares of Rs. 10/- each.		750.00	750.00
		TOTAL :	750.00	750.00
b)	ISSUED : 6093000 Equity Shares of Rs. 10/- each.		609.30	609.30
		TOTAL :	609.30	609.30
c)	SUBSCRIBED & PAID UP : 5984200 Equity Shares of Rs. 10/- each.		598.42	598.42
		TOTAL :	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			
			2016	2015
			No. in lacs	Rs. in lacs
	At the beginning of the year		59.84	598.42
	At the end of the year		59.84	598.42
e)	Shareholders holding more than 5% shares in the company			
			2016	2015
	Name		Shares held	% of Holding
	Ketan M Shah		2,904,415	48.53%
	Shailesh A Shah		-	-
	Amrit A Shah		-	-
	Prabha M Shah		-	-
			345,963	5.78%
			733,826	12.26%
			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		93.44	256.68
	Less: Transfer to General Reserve	93.44	93.44	163.24
			-	93.44
C.	Share Premium Account :			
	As per last Balance Sheet		511.12	511.12
D.	General Reserve :			
	As per last Balance Sheet		5,000.00	4,500.00
	Add : Transfer from Revaluation Reserve		93.44	163.24
			5,093.44	4,663.24
	Add : Transfer from Profit & Loss A/c		406.56	336.76
			5,500.00	5,000.00



NOTE 3 - RESERVES & SURPLUS

		As at 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
E.	Profit & Loss Account		
	As per last Balance Sheet	1,646.28	2,017.50
	Add: Profit for the year	355.78	119.34
	Less: Appropriation		
	- Prior Period Adjustments	104.22	12.67
	- Adjustment relating to Fixed Assets	-	141.13
	- Interim Dividend @ 5%	29.92	-
	- Tax on Proposed Dividend	6.09	-
	- Transfer to General Reserve	406.56	336.76
		546.79	490.56
		1,455.27	1,646.28
F.	Foreign Currency Monetary Item Translation Difference A/c	9.84	(148.29)
	TOTAL :	7,482.48	7,108.80

NOTE 4 - LONG TERM BORROWINGS

Secured			
	Corporate Loan	743.01	-
	Vehicle Loans - from banks & NBFC	19.69	-
		762.70	-
Un-secured			
	Unsecured Loans from Directors	633.11	399.92
	Unsecured Loans from Companies	697.74	1,332.85
	Security Deposits	7.57	6.47
		1,338.42	1,739.24
	TOTAL :	2,101.12	1,739.24

- Corporate Loans from Bank (State Bank of India (SBI)) is 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 Factory Leasehold land at Bhilai & Urla, built-up area including plant & machineries on entire fixed assets (existing & proposed) of the company by way of hypothecation/mortgage.
- The facility is further secured by exclusive charge (First Charge) by way of equitable mortgage on the residential properties of the company at Kabeer Nagar, Raipur & the residential properties of the directors at Surya Vihar colony (phase I & II), Junwani, Bhilai, and also guaranteed by two directors of the Company.
- Vehicle Loans from Banks are secured by Hypothecation of respective vehicles purchased under the loan.

NOTE 5 - DEFERRED TAX LIABILITIES (NET)

	As at 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
Deferred tax liabilities		
Tax effect due to -		
Difference between written down value of assets under the Companies Act, 2013 and the Income Tax Act, 1961.	952.68	924.93
TOTAL :	952.68	924.93
Deferred tax assets		
Tax effect due to -		
Expenses allowable on payment basis	11.24	9.82
TOTAL :	11.24	9.82
Net Deferred Tax Liability	941.44	915.11
Net Deferred Tax expense/(receipt) for the year	26.33	(33.41)

**NOTE 6 - SHORT TERM BORROWINGS**

	As at 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
Secured		
Cash Credit - from banks	2,427.55	2,188.78
Working Capital Demand Loan - from banks	2,394.51	1,745.24
Stand-by Line of Credit	-	500.00
Export Packing Credit	160.02	-
	4,982.08	4,434.02

- 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 Factory Leasehold land at Bhilai & Urla, built-up area including plant & machineries on entire fixed assets (existing & proposed) of the company by way of hypothecation/mortgage.
- 2) Credit facilities from State Bank of India are further secured by exclusive charge (First Charge) by way of equitable mortgage on the residential properties of the company at Kabeer Nagar, Raipur & the residential properties of the directors at Surya Vihar colony (phase I & II), Junwani, Bhilai, and also guaranteed by two directors of the Company.

NOTE 7 - TRADE PAYABLES

Sundry Creditors	4,255.95	4,041.23
TOTAL :	4,255.95	4,041.23

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, 2015. 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 based on the information available with the Company.

NOTE 8 - OTHER CURRENT LIABILITIES

Current Maturities of Long Term Borrowings	244.49	492.00
Vehicle Loans - from banks & NBFC	14.05	-
Accrued Interest on Long Term Borrowings - Banks	11.22	13.84
Accrued Interest on Long Term Borrowings - Others	129.62	187.68
Advances from Customers	1,105.66	1,651.40
Liabilities for Expenses	1,293.41	1,883.39
Other Liabilities	422.22	558.50
Unpaid Dividend *	24.65	25.08
TOTAL :	3,245.32	4,811.89

*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	45.53	-
Provision for Wealth Tax	-	0.48
TOTAL :	45.53	0.48

NOTE 10 - FIXED ASSETS :										
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 31.03.2015	Additions/ Adjustments during the year	Deductions/ Adjustments during the year	Total as on 31.03.2016	Up to 31.03.2015	Adjustments /Deductions	Provided during the year	Total upto 31.03.2016	As on 31.03.2015	As on 31.03.2016
Tangible Assets:										
Land	633.78	158.20	339.53	452.45	-	-	-	-	633.78	452.45
Building	3,341.11	77.46	-	3,418.57	1,273.14	-	79.90	1,353.04	2,067.97	2,065.53
Plant & Machinery	9,931.60	75.42	-	10,007.02	5,086.33	-	517.04	5,603.37	4,845.27	4,403.65
Mould Boxes	1,231.62	198.75	-	1,430.37	1,081.48	-	30.00	1,111.48	150.14	318.89
Patterns	1,074.77	5.99	-	1,080.76	998.91	-	12.77	1,011.68	75.86	69.08
Office Equipments	91.80	4.95	-	96.75	84.23	-	3.29	87.52	7.57	9.23
Furniture & Fixtures	95.27	2.45	0.20	97.52	80.96	0.15	5.35	86.16	14.31	11.36
Computers	212.41	3.45	0.82	215.04	208.07	0.77	1.49	208.79	4.34	6.25
Vehicles	342.09	52.04	-	394.13	284.66	-	30.31	314.97	57.43	79.16
Jigs & Fixtures	1.70	-	-	1.70	0.82	-	0.17	0.99	0.88	0.71
Sub-total	16,956.15	578.71	340.55	17,194.31	9,098.60	0.92	680.32	9,778.00	7,857.55	7,416.31
Intangible Assets:										
Software	80.44	4.82	-	85.26	73.05	-	4.67	77.72	7.39	7.54
Know-how	70.25	-	-	70.25	70.25	-	-	70.25	-	-
Sub-total	150.69	4.82	-	155.51	143.30	-	4.67	147.97	7.39	7.54
TOTAL : Rs.	17,106.84	583.53	340.55	17,349.82	9,241.90	0.92	684.99	9,925.97	7,864.94	7,423.85
Prev. Year : Rs.	17,061.11	88.85	43.12	17,106.84	8,336.16	36.35	942.09	9,241.90	8,724.95	7,864.94
Capital Work in Progress :										
Building									76.69	-
									76.69	-
									7,941.63	7,423.85
									GRAND TOTAL	



NOTE 11 - NON-CURRENT INVESTMENTS			
		As at 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
	LONG TERM INVESTMENTS		
a)	Trade Investment : Simplex Mash - (Note below)	0.52	0.52
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 31.03.2016 Rs. 5.01 lacs - previous year Rs. 5.12 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 31.03.2016 Rs. 5.86 lacs - previous year Rs. 6.06 lacs) SBI MF - PSU Fund 50000 Units of Rs. 10/ each. (M.V. as on 31.03.2016 Rs. 4.23 lacs - previous year Rs. 4.70 lacs)	2.74 5.00	2.74 5.00
d)	In Government Securities : Unquoted 7 years National Saving Certificates deposited with Superintendent, Central Excise, Bhilai. NSC deposited with Sales Tax Dept. S. R. Post Master, Raipur	0.30 0.05 0.01	0.30 0.05 0.01
	TOTAL :	14.47	14.47

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 & ADVANCES (unsecured & considered good)		
Capital Advances	552.99	4.25
Loans & Advances to Related Parties	-	3.50
Other Deposits (S.D.)	342.46	292.68
Other Loans & Advances		
- Tax Payment net of Provisions	90.66	168.27
- Other Advances	103.22	138.90
TOTAL :	1,089.33	607.60

NOTE 13 - LONG TERM TRADE RECEIVABLE (unsecured & considered good)		
Long Term Trade Receivables	2,147.15	1,736.13
TOTAL :	2,147.15	1,736.13



NOTE 14 - INVENTORIES. (At lower of cost & net realisable value)		
	As at 31.03.2016 Rs. in lacs	As at 31.03.2015 Rs. in lacs
a) Raw-materials, Components, Stores & Spares	2,184.51	2,093.28
b) Semi-finished goods	1,553.59	1,684.52
c) Finished goods	1,461.90	3,449.63
d) Works Contract in Progress	10.21	19.35
TOTAL :	5,210.21	7,246.78

NOTE 15 - TRADE RECEIVABLE (unsecured & considered good)		
a) Due over six months	1,152.26	260.57
b) Other Debts	3,985.69	3,170.70
TOTAL :	5,137.95	3,431.27

NOTE 16 - CASH AND CASH EQUIVALENTS		
Cash on hand	14.08	2.47
Balance with Banks		
- in current account *	14.31	77.92
- in time deposit **	235.88	224.30
- in unclaimed dividend accounts	24.65	25.08
TOTAL :	288.92	329.77
*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	79.94	96.43
ii) Margin Money for Letter of Credit	155.94	127.87
TOTAL :	235.88	224.30

NOTE 17 - SHORT TERM LOANS & ADVANCES (unsecured & considered good)		
Loans & Advances to Related Parties	-	38.74
Balance with Excise/Sales Tax Dept.	265.44	298.66
Other Loans & Advances	1,909.56	1,990.20
TOTAL :	2,175.00	2,327.60

NOTE 18 - OTHER CURRENT ASSETS		
Interest Accrued on Deposits (Banks & Others)	7.42	8.45
Income Receivable on Investments	5.00	5.00
Prepaid/Deferred Expenses	153.04	0.49
TOTAL :	165.46	13.94



NOTE 19 - REVENUE FROM OPERATIONS:		
	2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
Sale of Products	21,987.83	18,143.91
Job Contract Receipts (TDS Rs. 2.05 lacs Pre. Yr. 0.75 lacs)	265.26	165.35
Works Contract Receipt (TDS Rs. Nil - Pre. Yr. Rs. 6.97 lacs)	314.23	285.19
	22,567.32	18,594.45
Less: Excise Duty/Service Tax	2,140.45	1,607.74
TOTAL :	20,426.87	16,986.71
Sales include sales of scrap & raw-materials. Sale of goods and job work receipts are exclusive of : - Sales Tax Rs. 627.41 lacs (Prev.Year Rs. 575.31 lacs)		
PARTICULARS OF PRODUCT SOLD		
C.I.Castings and Equipments	5,481.02	6,509.08
Steel, SG Iron & Special Alloy Castings	12,599.93	7,885.61
Fabricated Equipments	1,696.86	1,767.92
MS / Forging quality Ingots	40.44	346.42
Works Contract & Job Contract Receipts	546.66	427.57
Others (Includes ancilliary products)	61.96	50.11
TOTAL :	20,426.87	16,986.71
NOTE 20 - OTHER INCOME :		
Miscellaneous Receipts	81.05	22.25
Dividend Income (Gross)	0.05	0.02
Profit on Sale of Assets	0.51	-
Excise Duty Refund /Sales Tax Refund	231.91	-
Exchange Fluctuation / Gain	87.41	-
Interest (Gross) (TDS Rs. 3.42 lacs - Pre. Yr. Rs. 3.61 lacs)	40.15	36.04
Agricultural Income	-	5.00
Export Incentive/Sale of DEPB Licence	71.17	18.83
Capital Gains	210.47	-
TOTAL :	722.72	82.14
NOTE 21 - COST OF MATERIALS CONSUMED :		
Inventories (at Commencement)	2,093.28	2,559.29
Add : Purchase (TCS Rs. 0.03 lac - Pre. Year. Rs. 0.01 lac)	9,064.03	8,234.18
	11,157.31	10,793.47
Less: Inventories (at Close)	2,184.51	2,093.28
NET CONSUMPTION	8,972.80	8,700.19
PARTICULARS OF MATERIALS CONSUMED :		
Iron Scrap (incl. Pig Iron & Sponge Iron)	1,423.71	1,729.55
Steel Scrap	1,928.76	1,708.85
Steel	574.88	1,030.28
Coke	89.02	67.44
Other Components etc.	4,956.43	4,164.07
TOTAL :	8,972.80	8,700.19

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

	2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
Inventories (at Close)		
- Semi Finished goods	1,553.59	1,684.52
- Finished goods	1,461.90	3,449.63
- Works Contract in Progress	10.21	19.35
	(A) 3,025.70	5,153.50
Inventories (at Commencement)		
- Semi Finished goods	1,684.52	3,397.64
- Finished goods	3,449.63	1,268.00
- Works Contract in Progress	19.35	118.71
	(B) 5,153.50	4,784.35
NET (INCREASE)/DECREASE :	(A-B) 2127.80	(369.15)

NOTE 23 - EMPLOYEE BENEFIT EXPENSES :

Salaries, Wages & Bonus	1,343.61	1,265.10
Directors Remuneration	71.29	124.75
Contribution to PF & FPF	78.32	68.35
Gratuity	20.57	68.52
Welfare Expenses	100.06	97.94
TOTAL :	1,613.85	1,624.66

NOTE 24 - FINANCE COSTS :

Interest Expenses		
- On Bank Borrowings	781.07	987.90
- On Others	135.31	200.05
	916.38	1,187.95
Other Borrowing costs	240.93	311.13
TOTAL :	1,157.31	1,499.08

NOTE 25 - DEPRECIATION & AMORTISATION EXPENSES :

Depreciation and Amortisation	684.99	779.96
TOTAL :	684.99	779.96

	2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
NOTE 26 - OTHER EXPENSES :		
Testing / Laboratory Charges	48.02	50.58
Off Loading/Contract Labour Charges	2,323.81	1,400.59
Power & Fuel	1,457.26	1,174.46
Freight/Forwarding/Handling Charges	491.29	529.40
<u>Repairs & Maintenance</u>		
Buildings	34.27	27.32
Plant & Machinery	217.48	241.67
Vehicles	47.02	56.53
Other Assets	75.08	106.39
	373.85	
Rent, Rates & Taxes	50.21	74.48
Insurance	36.72	32.28
Prining/Stationery/Postage/Telephone etc.	44.15	47.35
Legal/Professional/Consultancy Fee.	135.50	103.11
Advertisement/Sales Promotion/Subscription/Membership	230.54	181.70



		2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
Donation		2.37	1.20
Travelling & Conveyance Expenses		197.31	166.73
Commission		148.34	98.16
Payment to Auditors :			
- Audit Fees	3.75		3.75
- Tax Audit Fees	0.25		0.25
- Certification & Consultancy Fees	1.13		0.63
- Out of Pocket Expenses	0.02		0.03
Sales Tax / Excise Duty / Service Tax		5.15	4.66
Miscellaneous Expenses		68.88	242.94
Bank Charges		7.45	30.53
Liquidated Damages (Net)		3.36	4.93
Exchange Fluctuation/Loss//Fwd Contact Premium		207.60	108.51
Royalty		217.78	22.24
Corporate Social Responsibility		-	19.86
Loss on Sale of Assets		10.14	-
		-	1.08
TOTAL :		6,059.73	4,726.70

NOTE 27 - CONTINGENT LIABILITIES :

		As at 31.03.2016	As at 31.03.2015
a)	Bank Guarantees (Time deposits pledged with banks agst. above)	1,598.73 79.94	1,928.61 96.43
b)	Letters of Credit	2,297.69	1,923.66
c)	Excise/Service Tax matters	46.04	26.56
d)	Sales Tax Matters	703.68	-
e)	Income Tax matters	196.04	149.21
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 Rs.82.80 lacs in total, for which 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. The petition has since been heard by the Honourable High Court, Bilaspur and vide their order of April, 2016 the company is liable to pay a final compensation of Rs.14.00 lacs. No provision has been made in the accounts for the said liability of Rs.14.00 lacs.		

		2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
NOTE 28 - INFORMATION REGARDING EXPORTS & IMPORTS & OTHER MATTERS			
1.	Earnings in Foreign Currency :		
-	FOB value of Exports	2,208.06	1,606.45
2.	Value of Imports on CIF basis :		
-	Raw materials & components	45.31	63.47
3.	Value of imported & indogenous raw material & components consumed:		
-	Imported at landed cost	64.72	117.26
-	Indegenously obtained (steel castings, forgings and bought-out spares, components & stores etc.)	8,908.08	8,582.93
	Percentage to total consumption:		
-	Imported	0.72%	1.35%
-	Indigenously obtained	99.28%	98.65%



	2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
NOTE 29 - EXPENDITURE IN FOREIGN CURRENCY (subject to deduction of tax where applicable)		
a) Travelling Expenses	51.98	4.57
b) Export Promotion Expenses	151.10	170.35
c) Consumables/Tools & Tackles/Mc Maintenance	1.67	0.47
d) Interest	130.77	8.00
e) Professional Service Charges	-	7.26
f) Royalty	-	19.86
g) Consultancy	15.16	5.90

NOTE 30 - EARNINGS PER SHARE		
	2015 - 2016	2014 - 2015
Profit after Tax (Rs. in lacs)	355.78	119.34
Weighted average number of equity shares outstanding during the year.	5984200	5984200
Basic earnings per share - Rupees (face value - Rs. 10/- per share.)	5.95	1.99
Diluted earnings per share - Rupees (face value - Rs. 10/- per share.)	5.95	1.99

NOTE 31 - RELATED PARTY DISCLOSURE		
Disclosure of related party transactions as per Accounting Standard - 18.		
a) Related party and their relationship		
Subsidiary		
- Simplex Mash LLP		
Associates:		
- Prabha Plantations Pvt. Ltd.		
- Sim Prabha Estates & Trading Co. Pvt. Ltd.		
- SEFW Projects Pvt. Ltd.		
- Simplex Tefico Industries Pvt. Ltd.		
- SSquare Corporate Consultants Pvt. Ltd.		
Key Management Personnel:		
- Shri Ketan M. Shah		
- Smt. Sangeeta K. Shah		
- Shri Piyush P. Shah (from 28.05.2015)		
- Shri G Gopalswamy.		
Relatives of Key Management Personnel:		
- Late Smt. Prabha M. Shah		
- Smt. Vinoda Gopalswamy		



(Rs. In lacs)

b)	Transaction with Related Parties	Subsidiaries	Associates	Key Management Personnel	Relative of key Management Personnel
	Sale of Goods (inclusive of sales tax)		-		
	Interest Received		(13.36)		
	Testing Charges Receipt		(0.04)		
	Purchase of Goods		-		
	Hire Charges Receipt		(1.41)		
	Processing of Goods (expenses)		-		
	Commission paid on order/sales		(466.49)		
	Interest paid on loans/deposits		0.75	62.12	
	Rent Paid		(-)	(41.98)	15.70
	Hire Charges Payment		(25.23)	(-)	(28.80)
	Medical Aid		(2.00)		-
	Remuneration / Salary			71.37	(0.25)
				(125.31)	(10.35)

c)	Balance with Related Parties	Subsidiaries	Associates	Key Management Personnel	Relative of key Management Personnel
	Trade & Other Payables		52.52		4.32
	Investments	0.52	(423.98)		(55.41)
	Loans & Advances	(0.52)	3.50		
	Unsecured Loans		(183.20)		
			562.72	671.93	
			(1332.85)	(399.92)	

d)	Disclosure in respect of material transaction with related parties		2015 - 2016 Rs. in lacs	2014 - 2015 Rs. in lacs
	Sale of good	Sangam Forgings Pvt. Ltd.	-	13.36
	Purchase of good	Sangam Forgings Pvt. Ltd.	-	466.49
	Loans & Advances	Sangam Forgings Pvt. Ltd.	-	179.70



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) with an initial capital contribution of \$ 1,000 (Rs.51,820/-). The company had incurred an expenditure of USD 133,232 (Rs. 72,90,526/-) during the period 2011-2013 towards Kazag Governmental expertise on further feasibility report, product designs, work permits and for other related preliminary/preoperative services for finalising the agreement between the LLP and the government agency, which ultimately did not materialise due to its viability. Accordingly the company has decided not to proceed further on this project and the initial preliminary/preoperative expenses have been written-off. No further transaction or activity has taken place from 2013 onwards both in the company and Simplex Mash. Accordingly no other disclosure nor the consolidated balance sheet has been made.
- d) During the year 2013-14 the company paid excess managerial remuneration to directors amounting to Rs. 27.85 lacs. Against the application moved with the Central Government for its approval, the company has received partial approval during 2014-15 for Rs. 19.35 lacs paid to one of its director, from the appropriate authority. The company has submitted/ filed all the clarifications called for with regards to the balance amount of Rs. 8.50 lacs. The final order is awaited from the appropriate authority.
- e) Pursuant to the final judgement dtd. 20.03.2013 of the Honourable High Court, Bilaspur in the case relating to levy of Terminal Tax by Municipal Corporation, Bhilai, the petition has been dismissed as withdrawn. Accordingly, the Company has made a provision for the balance 50% of the tax demand for the period from 1999-2000 to 2012-2013 amounting to Rs.27.07 lacs. However based on the said order of the Honourable High Court, Bilaspur the company has again filed an application dtd 06.12.2013 with the Municipal Corporation, Bhilai contesting the validity of imposition of Terminal Tax which is still pending for final review by Municipal Corporation, Bhilai. From the year 2013-14 onwards the company is providing for the full amount of Terminal Tax as applicable and depositing the same within the specified time.
- f) 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.
- g) 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.
- h) Trade Receivables and other debit and credit balances are subject to confirmation and reconciliation, if any.
- i) Some of the Bank Balances are subject to reconciliation and balance confirmation.
- j) Previous year's figures have been re-arranged and/or regrouped wherever necessary to conform with the classification

In terms of our report of even date

For and on behalf of the Board

For M/s TAUNK & SRIKANTH
Chartered Accountants
(FRN 001524C)

Ketan M Shah
Managing Director
(DIN: 00312343)

Sangeeta K Shah
Director
(DIN: 05322039)

(N. K. TAUNK)
Partner

Avinash Hariharno
Chief Financial Officer

D. Meena
Company Secretary

Place : Mumbai
Date : 29.05.2016

Place : Mumbai
Date : 29.05.2016

**SIMPLEX CASTINGS LIMITED**

CIN:L27320MH1980PLC067459

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

PROXY FORM (Form No.MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014.]

Name of the member(s)(Sole /first Shareholder)	
Name of Joint Holder, if any	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	
No. of Shares held	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- Name: _____ Email Id: _____
Address: _____
Signature: _____, or failing him / her
- Name: _____ Email Id: _____
Address: _____
Signature: _____, or failing him / her
- Name: _____ Email Id: _____
Address: _____
Signature: _____

as my/our Proxy to attend and vote for me /us and on my / our behalf at the 36th Annual General Meeting of the Company, to be held Thursday, 29th September, 2016 at 03.00 P. M. at Baba Saheb Dhaanukar hall, Maharashtra Chamber Of Commerce, Industry & Agriculture, Oricon House, 6th floor, 12, K. Dubhash Road, Fort, Mumbai – 400001, and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.		Vote (See Note 3)	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016.		
2	Appoint a Director in place of Mr Ketan M Shah (DIN 00312343), who retires by rotation and being eligible, offers himself for reappointment.		
3	Confirmation of Interim Dividend declared.		
4	Appoint M/s Taunk & Srikanth, Chartered Accountants, Firm Registration No. 001524C as Statutory Auditors of the Company.		
Special Businesses			
5	Ratify the remuneration of Cost Auditor.		
6	Appointment of Mr. Champak K Dedhia (DIN: 00044969) as an Independent Director of the Company for a term of 5 (five) years.		
7	Reclassification of status of shareholding of Mrs Tarulata H Shah from Promoter & Promoter Group to Public Group.		

Signed this..... day of.....2016.

Signature of Shareholder

Signature of Proxy holder(s)

Please affix Re.1/- revenue stamp

NOTE:

- The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.



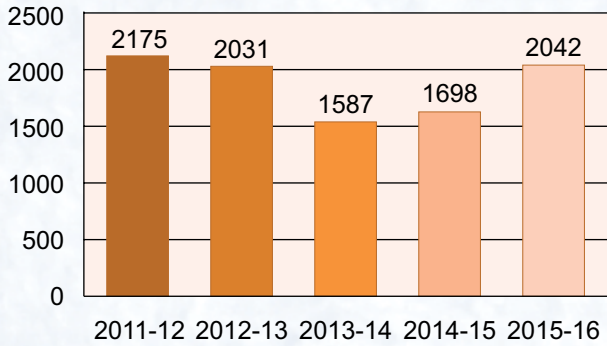
TEAR HERE



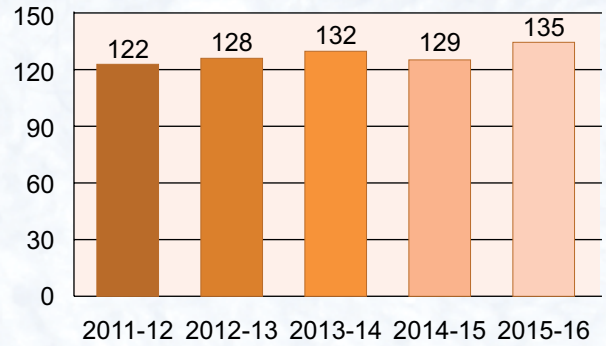


FINANCIAL HIGHLIGHTS

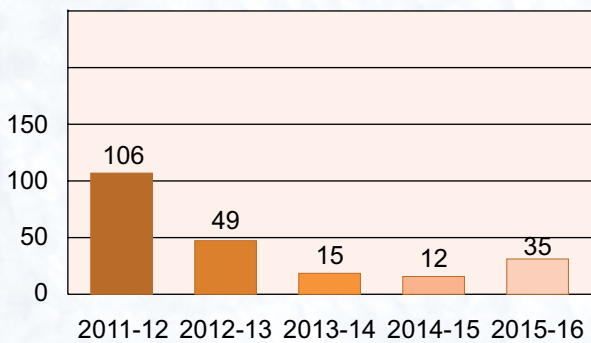
Turnover (Million)



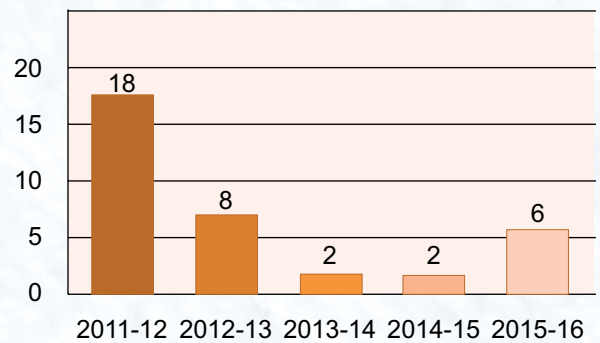
Book value per share(in Rs.)



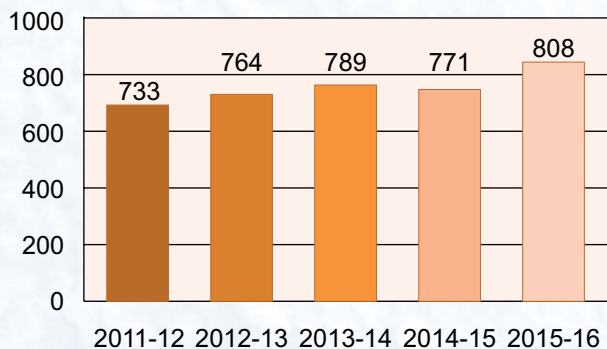
Profit After Tax (million)



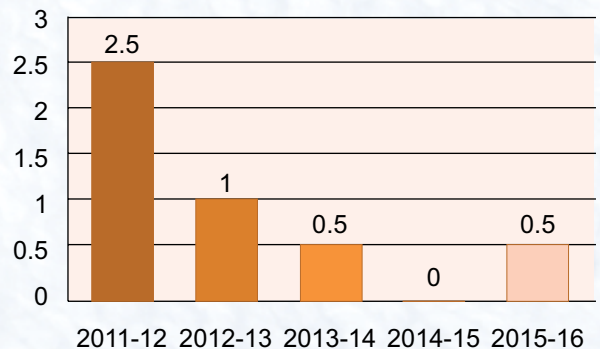
Earning Per Share (in Rs.)



Net Worth (Million)



Dividend Per Share (in Rs.)





Simplex Castings Limited

If undelivered, please return to:

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

Website: www.simplexcastings.com