



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory :

Mumbai-Pune Road, Kasarwadi, Pune 411 034

Tel. : (91-020) 3078-2160 / 3078-2170

Fax : (91-020) 3078-2195

E-Mail : smlpune@simmondsmarshall.com

CIN : L29299PN1960PLC011645

Admn. & Sales Office :

Apeejay Chambers, 5, Wallace Street, Mumbai-400 001.

Tel. : (91-022) 6633-7425 / 6633-7426 / 6633-7427

Fax : (91-022) 6633-7433 / 6633-7434

E-Mail : sales@simmondsmarshall.com

Website : www.simmondsmarshall.com

24th September, 2015

To
BSE Ltd.,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400 001.

Reg: Security Code No. 507998:

Sub: Outcome of the Annual General Meeting held on 23rd September, 2015-

Dear Sir,

With reference to the captioned subject, we would like to inform you that Annual General Meeting of the Company was held on 23rd September, 2015, Mr. N. S. Marshall, Managing Director chaired the proceedings of the meeting.

Pursuant to the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Company had extended e-voting facility in respect of business to be transacted at the Annual General Meeting. The E-voting commenced on at 9.00 a.m. (IST) on 18th September, 2015 and ends at 5.00 p.m. (IST) on 22nd September, 2015.

The Managing Director informed the members that Company has arranged for a poll through Ballot Papers on all the 7 resolutions to be passed at the meeting. Thereafter, all the resolutions were discussed, proposed and seconded by the Members of the Company.

The Managing Director informed that the results of all the following resolutions voted by the Members who have opted e-voting or Ballot Papers will be announced within 48 hours by posting on the website of the Company.

1. Adoption and Approval of the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditor's thereon.
2. Declaration of dividend at Rs. 0.50 (i.e. 25%) per Equity share of the Company for the year ended on 31st March, 2015.
3. Appointment of Mr. Imran Mohamedali Panju, who retires by rotation and being eligible, offers himself for re-appointment.



IATF No. 0096543
ISO TS 16949:2009



REG. NO. 12004
REG. NO. 8302-E

4. Appointment of Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of 58th Annual General Meeting and to authorise the Board to fix their remuneration.
5. Regularisation of Mrs. Amrita Chowdhury, (DIN: 02178520), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015, as the Director of the Company.
6. Appointment of M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) as the Cost Auditors of the Company for the financial year 2015-16.
7. Adoption of New Set of Articles of Association of the Company as per provisions of the Companies Act, 2013.

Kindly make a note of the same and acknowledge.

Thanking You,

Yours faithfully,
For SIMMONDS MARSHALL LIMITED



S. J. MARSHALL
CHAIRMAN



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory :

Mumbai-Pune Road, Kasarwadi, Pune 411 034.
Tel. : (91-020) 3078-2160 / 3078-2170
Fax : (91-020) 3078-2195
E-Mail : smlpune@simmondsmarshall.com
CIN : L29299PN1960PLC011645

Admn. & Sales Office :

Apeejay Chambers, 5, Wallace Street, Mumbai-400 001.
Tel. : (91-022) 6633-7425 / 6633-7426 / 6633-7427
Fax : (91-022) 6633-7433 / 6633-7434
E-Mail : sales@simmondsmarshall.com
Website : www.simmondsmarshall.com

Proceedings of the 55th Annual General Meeting (AGM) Of the Members of the Simmonds Marshall Limited held on Wednesday, September 23, 2015 at 12.00 Noon

As per the Notice dated 29th May 2015, the 55th Annual General Meeting (AGM) of the Company was held on Wednesday, 23rd September, 2015 at 12.00 noon at Kwaliry Restaurant, Mumbai-Pune Road, Near Titan Showroom, Chinchwad, Pune - 411 019 .

Mr. N. S. Marshall, Managing Director of the Company presided over the proceedings and welcomed the Members to the 55th AGM of the Company:

A total of 31 Members attended the AGM including NIL Members being present through proxy, as per the Members attendance register. The representatives of the Secretarial Auditors were also present at the AGM.

The Managing Director introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was taken as read.

The Managing Director then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook. Further, he announced that the Board of Directors at their Board Meeting held on 29th May 2015, had subject to the approval of the Members of the Company, recommended to declare a dividend of Rs.0.50 i.e. 25% per equity share.

The Managing Director informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 55th AGM. The remote e-voting period had commenced on 18th September, 2015 at 9.00 a.m. and ended on 22nd September, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.



IATF No. 0096543
ISO/TS 16949:2009



ISO 14001:2004
Reg. No. 8502 J



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory :

Mumbai-Pune Road, Kasarwadi, Pune 411 034.

Tel. : (91-020) 3078-2160 / 3078-2170

Fax : (91-020) 3078-2195

E-Mail : smlpune@simmondsmarshall.com

CIN : L29299PN1960PLC011645

Admn. & Sales Office :

Apeejay Chambers, 5, Wallace Street, Mumbai-400 001.

Tel. : (91-022) 6633-7425 / 6633-7426 / 6633-7427

Fax : (91-022) 6633-7433 / 6633-7434

E-Mail : sales@simmondsmarshall.com

Website : www.simmondsmarshall.com

The Managing Director further informed that the Board of Directors had appointed Mr. Mahesh Soni (FCS No. 3706), Partner of M/S. GMJ & Associates, Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 55th AGM.

The Managing Director then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31st March 2015 along with Auditors and Directors Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Managing Director responded to all the queries to the satisfaction of the Members.

The Managing Director proposed item no 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Report of the Directors and Statutory Auditors thereon, was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 2, to be passed as an ordinary resolution, relating to confirmation of the payment of Dividend at the rate of 25% i.e.Rs.0.50 per share on the equity shares, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 3, to be passed as an ordinary resolution, relating to appointment of a Director in place of Mr. Imran Mohomedali Panju (DIN: 00121748) who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 4, to be passed as an ordinary resolution, relating to ratification for appointment of Statutory Auditors of the Company, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 5, to be passed as an ordinary resolution, relating to re-appointment of Mrs. Amrita Chowdhury, (DIN: 02178520) as the Director of the Company, and the same was proposed and seconded by the Members.



IATF No. 0096543
ISO TS 16949:2009



ISO 14001:2004
Reg. No. 8302-1



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory :

Mumbai-Pune Road, Kasarwadi, Pune 411 034.
Tel. : (91-020) 3078-2160 / 3078-2170
Fax : (91-020) 3078-2195
E-Mail : smpune@simmondsmarshall.com
CIN : L29299PN1960PLC011645

Admn. & Sales Office :

Apeejay Chambers, 5, Wallace Street, Mumbai-400 001.
Tel. : (91-022) 6633-7425 / 6633-7426 / 6633-7427
Fax : (91-022) 6633-7433 / 6633-7434
E-Mail : sales@simmondsmarshall.com
Website : www.simmondsmarshall.com

Then, the Managing Director proposed item no. 6, to be passed as an ordinary resolution, relating to re-appointment of M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) as the Cost Auditor of the Company, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 7, to be passed as an Special resolution, relating to adoption of New set of Articles of association as per provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions if any, and the same was proposed and seconded by the Members.

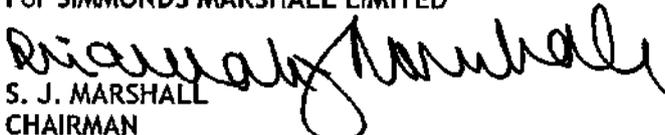
The Managing Director then ordered for the poll on all the agenda items as stated in Notice of 55th AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the Auditorium.

He, then, requested Mr. Mahesh Soni, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Managing Director announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced on 25th September, 2015 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and would be available at the Registered Office of the Company.

The Managing Director thanked all the Members for their presence and support and after the casting of the votes by all the Members present at the 55th AGM stood closed.

For SIMMONDS MARSHALL LIMITED


S. J. MARSHALL
CHAIRMAN

Date: 24th September, 2015

Place: Mumbai



IATF No. 0096543
ISO TS 16949:2009



ISO 14001:2009
Reg. No. 8302-11

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rule, 2014]

To,
Mr. S J Marshall
Chairman,
Simmonds Marshall Limited
Mumbai-Pune Road,
Kasarwadi,
Pune- 411034.

Subject: 55th Annual General Meeting of the Shareholders of M/s. Simmonds Marshall Limited held on Wednesday, September 23, 2015 at 12.00 P.M. at Pune, Maharashtra.

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Simmonds Marshall Limited as a Scrutinizer vide resolution dated 29th May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the 55th Annual General Meeting venue under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges:

1. The remote e-voting period remained open from Friday, 18th September, 2015 (9:00 A.M.) to Tuesday, 22nd September, 2015 (5:00 P.M) both days inclusive.
2. The shareholders holding shares as on "cut off" date i.e. 16th September, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of SHAREX DYNAMIC (INDIA) PVT LTD.
4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.



5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company.
6. Incomplete, invalid and/or defective poll paper was rejected by me.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by SHAREX DYNAMIC (INDIA) PVT LTD and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

Resolution 1:

Adoption of the audited financial statement of the Company for the Financial Year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

- (i) Votes in favour of the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00

- (ii) Votes against the resolution:

Type of e- voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	---



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	--
Ballot	-	-	--
Total	-	-	--

Resolution 2:

Declaration of Dividend of Rs. 0.50 (i.e. 25%) per Equity Shares.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	---

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	---

Resolution 3:

Re-appointment of Mr. Imran Mohomedali Panju (DIN: 00121748) Director, who retires by rotation;



(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution: 4

Appointment of M/s.SHR & Co., Chartered Accountant as Auditor and fixing their remuneration.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00

(ii) Votes against the resolution:



Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	--

Resolution: 5

Regularisation of Mrs. Amrita Chowdhury, (DIN: 02178520), as Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-



Resolution: 6

Appointment of M/s. Joshi Apte & Associates (Firm Registration No. 000240) as the Cost Auditors of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution: 7

Adoption of new set of Articles of Association.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	42	2,45,770	-
Ballot	24	61,12,034	-
Total	66	63,57,804	100.00



(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

9. Based on the foregoing, the resolution no (s) 1 to 7 shall be deemed to have been passed with requisite majority.

10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

For GMJ & ASSOCIATES
Company Secretaries



[Signature]
[CS MAHESH SONI]
PARTNER

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: SEPTEMBER 25, 2015.

Mr. S J Marshall
Chairman,
Simmonds Marshall Limited
Mumbai-Pune Road,
Kasarwadi,
Pune- 411034.

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the 55th Annual General Meeting of Simmonds Marshall Limited held on 23rd September, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	66	63,57,804	100.00	-	-	-
2	66	63,57,804	100.00	-	-	-
3	66	63,57,804	100.00	-	-	-
4	66	63,57,804	100.00	-	-	-
5	66	63,57,804	100.00	-	-	-
6	66	63,57,804	100.00	-	-	-
8	66	63,57,804	100.00	-	-	-
9	66	63,57,804	100.00	-	-	-

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: SEPTEMBER 25, 2015.