



# 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](mailto: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](mailto:sales@simmondsmarshall.com)

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

**Date: September 8, 2017**

To,  
The Manager,  
Listing Department  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400 001.

**Scrip Code: 507998**

Dear Sirs,

**Sub: Proceedings of the 57<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> September, 2017.**

In terms of Regulation 30 Part- A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of the proceedings of the 57<sup>th</sup> Annual General Meeting of the Company held on Friday, 8<sup>th</sup> September, 2017 at 12.00 Noon at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019. The Annual General Meeting concluded at 12.20 P.M.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
For **SIMMONDS MARSHALL LIMITED**

  
**NIRMAL GUPTA**  
**COMPANY SECRETARY**

*Encl: as above*



IATF No. 0096543  
ISO/TS 16949-2009



ISO 14001:2004  
Reg. No. 8302-E



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## Summary of Proceedings of 57<sup>th</sup> Annual General Meeting

The 57<sup>th</sup> Annual General Meeting (AGM) of the Members of **Simmonds Marshall Limited** held on Friday, September 8, 2017 which commenced at 12.00 noon and concluded at 12.20 p.m. at Kwaliti Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019.

Mr. N. S. Marshall, was elected as the Chairman and presided over the Meeting, he then welcomed the Members to the 57<sup>th</sup> AGM of the Company. As the requisite quorum in compliance with the Companies Act, 2013 was present; the Chairman commenced the proceedings of the Meeting. The Chairman welcomed the members to the 57<sup>th</sup> AGM of the Company and called the meeting to order.

The Chairman thereafter introduced all the Board of Directors, Key Managerial Personnel and the representatives of the Auditors sitting on the dias to the Members of the Company and with the permission of the Members the Notice of the AGM being already circulated was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the Financial Year ended March 31, 2017 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, 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 and exercise their vote(s) electronically on the agenda items specified in the Notice of the 57<sup>th</sup> AGM. The remote e-voting period commenced on September 5, 2017 at 9.00 a.m. and ended on September 7, 2017 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.

The Chairman further informed that the Board of Directors have appointed Mrs. Sonia Chettiar, 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 57<sup>th</sup> AGM. The Consolidated results of the remote e-voting and poll will be declared within 48 hours of the AGM. The results will be filed with the Stock Exchange and also uploaded on the website of the



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Reg. No. 8302-E

resolutions included in the Notice of the 57<sup>th</sup> AGM. The Consolidated results of the remote e-voting and poll will be declared within 48 hours of the AGM. The results will be filed with the Stock Exchange and also uploaded on the website of the

Company. In the usual course, the Members are requested to propose and second the Resolutions before the poll is taken on all the Resolutions.

The following items of business as per Notice of AGM dated July 3, 2017, were transacted at the Meeting:

**Ordinary Business:**

1. Adoption of Audited Financial Statements of the Company (including Standalone & Consolidated) for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend at Rs. 0.50 (i.e. 25%) per Equity Share of the Company for the year ended March 31, 2017.
3. Appointment of Mr. I. M. Panju (DIN: 00121748) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors M/s. Lodha & Co., Chartered Accountants from the Conclusion of 57<sup>th</sup> Annual General Meeting until the conclusion of the 62<sup>nd</sup> Annual General Meeting in place of M/s. SHR & Co, Chartered Accountants, who retire in the Annual General Meeting.

**Special Business:**

5. Appointment of Mr. S. J. Marshall as Chairman and Whole Time Director of the Company for a term of Three Years, commencing from April 1, 2017.
6. Appointment of Mr. N. S. Marshall as Managing Director of the Company for a term of Three Years, commencing from April 1, 2017.
7. Appointment of Mr. I. M. Panju as Whole Time Director of the Company for a term of Three Years, commencing from April 1, 2017.
8. Payment of Remuneration to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2017-18.

The Chairman then invited participation of the Members of the Company for discussing the Audited Financial Accounts for the Financial Year ended March 31, 2017 along with Auditors and Directors Report thereon.

: 3 :

Thereafter, several Members of the Company gave their suggestions and asked certain queries on the Financial Statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman then ordered for Poll on all the agenda items as stated in Notice of 57<sup>th</sup> 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 Papers and to drop it in the Ballot Box as kept at the Venue.

He then requested Mrs. Sonia Chettiar, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot Box to the Members and locked and sealed it in the presence of the Members of the Company.

Further, the Chairman authorised any one Director of the Company and /or Company Secretary to submit the proceeding of the 57<sup>th</sup> Annual General Meeting to BSE Limited.

The Chairman thanked all the Members for their presence and support, after the Members present cast their votes, the Meeting terminated with a Vote of Thanks to the Chair.

Based on the attached Scrutinizer's Report, all the Resolutions as set out in the Notice have been passed with requisite majority.

**Yours faithfully,**  
**For SIMMONDS MARSHALL LIMITED**



**NIRMAL GUPTA**  
**COMPANY SECRETARY**

**Date: September 8, 2017.**  
**Place: Mumbai**

**FORM No. MGT-13**

**Combined Report of Scrutinizer for Remote e-voting & Poll Process**  
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of  
the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Simmonds Marshall Limited,  
Mumbai-Pune Road,  
Kasarwadi, Pune,  
Maharashtra -411034

**Subject: 57<sup>th</sup> Annual General Meeting of the Shareholders of Simmonds  
Marshall Limited held on Friday, September 8, 2017 at 12:00 Noon at Kwality  
Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mrs. Sonia Chettiar, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 57<sup>th</sup> AGM of Equity Shareholders of Simmonds Marshall Limited at their Meeting held on Friday, September 8, 2017 at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 57<sup>th</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 57<sup>th</sup> AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency



engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the 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. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

**ITEM NO. 1: ORDINARY RESOLUTION:**

Adoption of Audited Financial Statements (including Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2017 and the Report of the Board of Directors and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
Poll/Ballot voting	6124570	21	6124570	100	--	--	--	--
<b>Total</b>	<b>6172420</b>	<b>28</b>	<b>6172420</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>



**ITEM NO. 2: ORDINARY RESOLUTION:**

Declaration of Dividend on Equity shares for the year ended March 31, 2017.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
Poll/Ballot voting	6124570	21	6124570	100	--	--	--	--
<b>Total</b>	<b>6172420</b>	<b>28</b>	<b>6172420</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

**ITEM NO. 3: ORDINARY RESOLUTION:**

Appointment of Mr. I. M. Panju as a Director liable to retire by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
*Poll/Ballot voting	5407415	20	5407415	100	--	--	--	--
<b>Total</b>	<b>5455265</b>	<b>27</b>	<b>5455265</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

\*Note: Kamal Panju, Member, a close relative of I. M. Panju being interested in the aforesaid resolution abstained from voting.



**ITEM NO. 4: ORDINARY RESOLUTION:**

Appointment of Statutory Auditors, M/s Lodha & Co., Chartered Accountants in place of M/s. SHR & Co., Chartered Accountants who retires at the ensuing Annual General Meeting and to fix their remuneration.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
Poll/Ballot voting	6124570	21	6124570	100	--	--	--	--
<b>Total</b>	<b>6172420</b>	<b>28</b>	<b>6172420</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

**ITEM NO. 5: SPECIAL RESOLUTION:**

Appointment of Mr. S. J. Marshall as Chairman and Whole Time Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
*Poll/Ballot voting	747505	15	747505	100	--	--	--	--
<b>Total</b>	<b>795355</b>	<b>22</b>	<b>795355</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

\*Note: Shiamak Marshall, Navroze Marshall, Maki Marshall, Kamal I. Panju Diamtools Private Limited and Jiji Marshall Trading Company LLP being interested in the aforesaid resolution abstained from voting.



**ITEM NO. 6: ORDINARY RESOLUTION:**

Appointment of Mr. N. S. Marshall as Managing Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
*Poll/Ballot voting	747505	15	747505	100	--	--	--	--
<b>Total</b>	<b>795355</b>	<b>22</b>	<b>795355</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

\*Note: Shiamak Marshall, Navroze Marshall, Maki Marshall, Kamal I. Panju Diamtools Private Limited and Jiji Marshall Trading Company LLP being interested in the aforesaid resolution abstained from voting.

**ITEM NO. 7: ORDINARY RESOLUTION:**

Appointment of Mr. I. M. Panju as Whole Time Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
Poll/Ballot voting	5407415	20	5407415	100	--	--	--	--
<b>Total</b>	<b>5455265</b>	<b>27</b>	<b>5455265</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

Note: Kamal Panju was interested in the aforesaid resolution abstained from voting.



**ITEM NO. 8: ORDINARY RESOLUTION:**

Payment of Remuneration to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240), the Cost Auditors of the Company for the Financial Year 2017-18.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	47850	7	47850	100	--	--	--	--
Poll/Ballot voting	6124570	21	6124570	100	--	--	--	--
<b>Total</b>	<b>6172420</b>	<b>28</b>	<b>6172420</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

All the resolutions voted through Remote e-voting and Poll Process were passed with Requisite Majority.

The Poll papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries

  
[CS SONIA CHETTIAR]  
PARTNER  
ACS: 27582 ; COP: 10130

PLACE: MUMBAI  
DATE: September 8, 2017.