



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

Date: September 13, 2019

To,
Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001.

Scrip Code: 507998

Sub: Summery Proceedings of the 59th Annual General Meeting (AGM)

Dear Sir(s),

In terms of Regulation 30 and Part - A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, We hereby submit herewith summary of proceedings of the 59th Annual General Meeting of the Company was held on Friday, September 13, 2019 at 11:00 a.m. at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019. The Annual General Meeting concluded at 11:25 a.m.

Kindly take the above intimation on your record.

Yours faithfully,
For SIMMONDS MARSHALL LIMITED

N. S. MARSHALL
MANAGING DIRECTOR
(DIN: 00085754)

Encl: as above.





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Summary of proceedings of 59th Annual General Meeting

A. DATE, TIME AND VENUE OF THE MEETING:

The 59th Annual General Meeting (AGM) of the Members of **Simmonds Marshall Limited** was held on Friday, September 13, 2019 at 11:00 a.m. at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019 and Concluded at 11:25 a.m.

B. PROCEEDINGS IN BRIEF:

- Mr. N. S. Marshall, Director/Chairman chaired the Meeting.
- As the requisite quorum in accordance with the Companies Act, 2013 ("Act") was present the Chairman called the meeting to order.
- The Chairman delivered his speech. Thereafter, he introduced all the Directors present, Company Secretary and the representative of the Auditors.
- The Register of Directors and Key Managerial Personnel and their shareholdings in terms of Section 170 read with Section 171 of the Companies Act, 2013 and the Register of Contracts in terms of Section 189 of the Companies Act, 2013, the Auditor's Report and the Secretarial Audit Report were made available for inspection by the shareholders till the conclusion of the meeting.
- With the permission of the Members present, the Notice to the Shareholders dated August 13, 2019 calling for the 59th Annual General Meeting was taken as read. The Independent Auditor's Report, the Secretarial Auditor's Report and its annexure was also taken as read in terms of Section 145 of the Companies Act, 2013, as there was no qualification in the Independent Auditor's Report and the Secretarial Auditor's Report.
- The Chairman highlighted various aspects of the operations of the company, performance for the financial year 2018-19 and outlook for the future





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- After Conclusion of Speech, Chairman informed that the Company had provided the facility of Remote e-voting to the Members through Central Depository Services Limited (CDSL) and e-voting period commenced on September 10, 2019 at 9.00 a.m. (IST) and ended on September 12, 2019 at 5.00 p.m. (IST). In Remote e-voting, the shareholders have voting rights in proportion to their shares in the Paid-up Equity Capital to maintain parity; Poll was conducted on all the Resolutions, in accordance with the provisions of Section 109(5) of the Act.
- The Chairman further informed that Mr. Mahesh Soni, Partner GMJ & Associates, Company Secretaries was appointed as Scrutinizer to conduct the Poll Process in a fair and transparent manner and report on the results of the Poll.
- The Chairman then opened the floor for questions relating to the matters under consideration at this AGM.
- Some of the members present at the meeting raised queries and also sought certain information / clarifications broadly focusing on certain accounting / financial aspects and future plans.
- The Chairman after providing opportunity to all the shareholders present for raising their queries and seeking clarifications, responded to such queries, comments and clarifications.

The following items were transacted at the Meeting:

ORDINARY BUSINESS:

1. **As an Ordinary Resolution:** To approve and adopt Audited Financial Statement (Standalone & Consolidated), for the year ended March 31, 2019 and reports of the Board of Directors and Auditors thereon.
2. **As an Ordinary Resolution:** Declaration of Dividend on Equity Shares for the year ended March 31, 2019.

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3. **As an Ordinary Resolution:** Appointment of a Director in place of Mr. I. M. Panju, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **As an Ordinary Resolution:** Approval of Payment of Remuneration to M/s. Joshi Apte & Associates, Cost Auditor of the Company for the Financial Year 2019-20.
5. **As a Special Resolution:** Approval for payment of Remuneration to Executive Directors who are promoters or members of promoter group of the Company pursuant to Regulation 17(6)(e)(ii) of the SEBI (LODR) Regulations, 2015.

C. VOTING BY MEMBERS:

- The Company had provided remote e-voting facility to its members to cast votes electronically, on all the 5 items of business set out in the Notice.
- Further, the facility for voting through Poll was made available at the Meeting.

Note:

- a. The Company will separately intimate the Stock Exchange the results of the evoting.
- b. This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

Yours faithfully,

For SIMMONDS MARSHALL LIMITED

N. S. MARSHALL
MANAGING DIRECTOR
(DIN: 00085754)





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Date: September 13, 2019

To,
Corporate Relationship Department
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001.

Scrip Code: 507998

Sub: 59th Annual General Meeting (AGM)

Dear Sir(s),

We submit herewith the Scrutinizer Report (Combined - on remote E-Voting and poll taken at the Annual General Meeting dated September 13, 2019) pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended with respect to 59th Annual General Meeting of the Company held on Friday, September 13, 2019 at 11:00 a.m. at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019. All the resolutions for approval at the 59th Annual General Meeting set out in the Notice dated August 13, 2019 have been passed by the Members with requisite majority.

Kindly take the same in your record and acknowledge.

Yours faithfully,
For SIMMONDS MARSHALL LIMITED


N. S. MARSHALL
MANAGING DIRECTOR
(DIN: 00085754)

Encl: as above.



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 Chairperson,
Simmonds Marshall Limited
Mumbai-Pune Road,
Kasarwadi,
Pune - 411034

Subject: 59th Annual General Meeting of the Shareholders of Simmonds Marshall Limited held on Friday, September 13, 2019 at 11:00 a.m. at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019.

Dear Sir,

We, GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of **Simmonds Marshall Limited** 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 59th AGM of Equity Shareholders of **Simmonds Marshall Limited** at their Meeting held on Friday, September 13, 2019 at 11:00 a.m. 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 and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 59th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 59th AGM is restricted to make a Consolidated 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

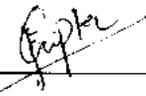


provide Remote e-voting facility and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairman, 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 Ms. Divya Asawa and Ms. Priyanka Gupta who are not in employment of the Company and who have signed below as Witness:



Divya Asawa



Priyanka Gupta

Office Address: 3rd & 4th Floor, Vaastu darshan, B Wing, Above Central Bank of India, Azad Road, Andheri East, Mumbai- 400 069.

Thereafter, the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/the Company. Duplicate, incomplete 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 (i.e. Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2019, along with the Reports of the Board of Directors' and Auditor's 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	310	3	310	100	-	-	-	-
Poll/Ballot voting	6636092	28	6636092	100	-	-	-	-
Total	6636402	31	6636402	-	-	-	-	-



ITEM NO. 2: ORDINARY RESOLUTION:

Declaration of Dividend on Equity Shares for the year ended March 31, 2019.

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	310	3	310	100	-	-	-	-
Poll/Ballot voting	6636092	28	6636092	100	-	-	-	-
Total	6636402	31	6636402	-	-	-	-	-

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of a Director in place of Mr. I. M. Panju, who retires by rotation and being eligible, offers himself for re-appointment.

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	310	3	310	100	-	-	-	-
Poll/Ballot voting	5558137	25	5558137	100	-	-	-	*1077955
Total	5558447	28	5558447	-	-	-	-	1077955

* Vote cast by Jiji Marshall Trading Company LLP & Kamal I. Panju by Poll were considered as invalid since they are interested in the aforesaid Resolution & Vote Cast by Diamtools Private Limited by Poll was not considered since they have not assented to the resolution.



ITEM NO. 4: ORDINARY RESOLUTION:

Approval of Payment of Remuneration to M/s. Joshi Apte & Associates, Cost Auditor of the Company for the Financial Year 2019-20.

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	310	2	50	16.13	1	260	83.87	-
Poll/ Ballot voting	6636092	28	6636092	100	-	-	-	-
Total	6636402	30	6636142	-	1	260	-	-

ITEM NO. 5: SPECIAL RESOLUTION:

Approval for payment of Remuneration to Executive Directors who are promoters or members of promoter group of the Company pursuant to Regulation 17(6)(e)(ii) of the SEBI (LODR) Regulations, 2015.

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	310	2	50	16.13	1	260	83.87	-
Poll/ Ballot voting	85702	18	85702	100	-	-	-	*6550390
Total	86012	20	85752	-	1	260	-	6550390

* Vote Cast by Jiji Marshall Trading Company LLP, Diamtools Private Limited, Navroz S. Marshall, Kayan J. Pandole, Jamshid Pandole, Kamal I. Panju by Poll were considered as invalid since they are interested in the aforesaid Resolutions.



All the resolutions voted through Remote E-voting and Poll Process were passed with **REQUISITE MAJORITY**. The Poll/Ballot papers and all other relevant records were sealed and handed over to the Secretary of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



See
MAHESH SONI
PARTNER
FCS: 3706; COP: 2324

[Signature]
MR. N. S. MARSHALL
CHAIRPERSON OF ANNUAL
GENERAL MEETING

PLACE: MUMBAI
DATE: SEPTEMBER 13, 2019.