



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: July 30, 2020

To,
Corporate Relationship Department,
BSE Limited,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Security Code No. 507998

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Ref: SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019

Dear Sir / Madam,

In terms of clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by M/s GMJ & Associates, Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully,

For SIMMONDS MARSHALL LIMITED

Vikash

VIKASH VERMA
CHIEF FINANCIAL OFFICER

Encl: A/a



IATF No. 0096543
ISO/TS 16949-2009



ISO 14001:2004
Reg. No. 8302-E

SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020
*(Pursuant to SEBI circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the
purpose of compliance with Regulation 24A of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015)*

To,
Simmonds Marshall Limited,
Mumbai-PUNE Road,
Kasarwadi,
Pune - 411034

CIN: L29299PN1960PLC011645
Authorized Share Capital: Rs.10,00,00,000/-

We, **GMJ & Associates, Company Secretaries** have conducted the Secretarial Compliance Audit of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended March 31, 2020 of **Simmonds Marshall Limited** ("the listed entity"). The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- iii. The following Regulations prescribed under The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the circulars/ guidelines issued thereunder, have been examined:-
 - a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - e) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - f) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
 - g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
 - h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the review period)
 - i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)
 - j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period)

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given by the Company, we report that:-

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 10(5) read with regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	The Acquirer (Promoters) defaulted in making prior intimation to BSE Limited with respect to inter se transfer of shares within the immediate relatives.	Promoters Mr. S. J. Marshall and Mrs. M. S. Marshall inadvertently transferred 3082832, 160000, and 160000 shares to Mr. N. S. Marshall, Mrs. Kayan Pandole and Mrs. Kamal Panju respectively as a gift in the month of July 2019. As per information and explanation given to us, transactions were in the nature of gift and were squared-off and rectified before the end of the quarter and status quo was maintained.
2.	BSE Circular LIST/COMP/01/2019-20 dated April 2, 2019 read with Clause 4 of the Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	Designated persons and their immediate relatives inter se transferred shares when the trading window was closed.	As mentioned above, with respect to inadvertent inter se transfer of shares between the immediate relatives, the transfer was done in the month of July 2019, when the Trading window was closed.

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			As per information and explanation given to us, transactions were in the nature of gift and were squared-off and rectified before the end of the quarter and status quo was maintained.
3.	Regulation 3(5) of the The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	The Company has not devised a Structured Digital Database for maintaining all information under Regulation 3(5)	The Company has maintained the requisite information in Microsoft Excel during the financial year. The Company is in process of buying the requisite software.
4.	Regulation 16(1)(b) read with Regulation 17(1)(b) of The Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015	Non-Independent Director of another Listed Entity is an Independent Director in the Company and vice versa.	Mr. N. S. Marshall, Managing Director was appointed as an Independent Director in another Listed Entity where Mr. S. C. Saran, Independent Director of the Company is a Non-Independent Director. Consequently, the Composition of the Board of Directors is not in accordance with Regulation 17(1)(b) of The SEBI (LODR) Regulations, 2015 as on March 31, 2020. However, Mr. S. C. Saran, Independent Director has resigned from the Company after March 31, 2020.

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
None				

- (d) The Company was not required to take any action with regard to compliance with the observations made in previous reports.

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
No observation was made in the previous report for the year ended March 31, 2019.				

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Note: Due to the outbreak of COVID -19 pandemic and the current lockdown, physical examination of documents under SEBI Act and Regulations is not possible; we have therefore relied upon the documents provided by the Company in electronic mode for Audit purpose.

For GMJ & ASSOCIATES
Company Secretaries



[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324
UDIN F003706B000444071

PLACE: MUMBAI
DATE: JULY 13, 2020.

