



# SIMMONDS MARSHALL LIMITED

Regd.office & Factory : Plot No: C-4/1, Phase II, Chakan, MIDC Bhamboli, Khed Pune 410501, Maharashtra  
+91-02135 683939/683900, [sml@simmondsmarshall.com](mailto:sml@simmondsmarshall.com) CIN: L29299PN1960PLC011645

## INFORMATION AT A GLANCE

|  |   |
|--|---|
| Details of Resolution  | Appointment of Ms. Sophie Yunus Moochhala (DIN: 00105995) as an Independent Director of the Company |
| Type of Resolution   | Special Resolution  |
| Cut-off date for sending the Notice to eligible shareholders | 08.01.2026  |
| Cut-off date for determining eligibility for e-voting        | 08.01.2026  |
| E-voting start date and time                                 | 13.01.2026  |
| E-voting end date and time                                   | 11.02.2026  |

## NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA"), including the General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 (the "MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below are proposed to be passed by the members of the Company (as on the Cut-off Date (as defined below) ("Members"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, as amended pertaining to the said resolution setting out the material facts and the reasons thereof are annexed to, and forms a part of this postal ballot notice (the "Postal Ballot Notice" or "Notice").

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations"), as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.



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The e-voting period commences from 09:00 A.M. (IST) on Tuesday, January 13, 2026 and ends at 05:00 P.M. (IST) on Wednesday, February 11, 2026.

At its meeting held on November 13, 2025, the Board of Directors appointed Mr. Mahesh Soni failing him Ms. Sonia Chettiar, Partners of M/s. GMJ & Associates, Company Secretaries to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit their report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at [www.simmondsmarshall.com](http://www.simmondsmarshall.com).

## SPECIAL BUSINESS:

1. To approve the Appointment of Ms. Sophie Yunus Moochhala (DIN: 00105995) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT Ms. Sophie Yunus Moochhala (DIN: 00105995) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 13, 2025 and who holds office up to the date of General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI LODR Regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Sophie Yunus Moochhala (DIN: 00105995) be and is hereby appointed as an Independent Director of the Company for a tenure of 5 (Five) years from November 13, 2025 till November 12, 2030, and that she shall not be liable to retire by rotation.



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board  
Simmonds Marshall Limited

**Registered office:**

Plot No. C-4/1, Phase II, Chakan MIDC Bhamboli,  
Khed, Pune, 410501.

Sd/-  
Surbhi Khandelwal  
Company Secretary & Compliance Officer

**Date:** November 13, 2025



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## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on January 08, 2026 ('Cut-off date') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.simmondsmarshall.com](http://www.simmondsmarshall.com), and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and filed with BSE Ltd, where the shares of the Company are listed.
6. All the material documents referred to Explanatory Statement, shall be available for inspection through electronic mode from January 13, 2026 to February 11, 2026, basis the request being sent on, mentioning their name, Folio no./Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email [secretarial@simmondsmarshall.com](mailto:secretarial@simmondsmarshall.com)
7. The voting rights of Members shall be in proportion to their shares of the paid-up Equity Share capital of the Company as on Thursday, January 08, 2026 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on Tuesday, January 13, 2026 at 09:00 AM and will end on Wednesday, February 11, 2026 at 05:00 PM. The e-voting module shall be disabled by Central Depository Services (India) Limited ("CDSL") for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on a Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or any other Director or Authorised Person after completion of the scrutiny, and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Friday, February 13, 2026.



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11. Resolution passed by Members with requisite majority, through Postal Ballot, shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the Equity Shares of the Company are listed. The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on February 11, 2026, being the last date specified by the Company for e-voting.
13. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on January 13, 2026 at 09:00 a.m. and ends on February 11, 2026 at 05:00 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 January 08, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



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- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider</li></ol>   |



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|   |  |
|---|--|
|   | <p>name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>   |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



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6) If you are a first-time user follow the steps given below:

|  | For Physical shareholders and other than individual shareholders holding shares in Demat.   |
|--|---|
| 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"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>                 |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <SIMMONDS MARSHALL LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.



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- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@simmondsmarshall.com](mailto:secretarial@simmondsmarshall.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

By order of the Board  
Simmonds Marshall Limited

### Registered office:

Plot No. C-4/1, Phase II, Chakan MIDC Bhamboli,  
Khed, Pune, 410501.

Sd/-

Surbhi Khandelwal  
Company Secretary & Compliance Officer

Date: November 13, 2025.



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

### ITEM NO. 1:

Pursuant to the recommendations of Nomination and Remuneration Committee (NRC), the Board of Directors have appointed Ms. Sophie Yunus Moochhala (DIN: 00105995) as Additional Independent Director of the Company with effect from November 13, 2025, not liable to retire by rotation, for a first term of 5 years i.e. from November 13, 2025 to November 12, 2030, (both days inclusive) subject to approval of the Members. As per the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Ms. Sophie Yunus Moochhala shall hold office up to the date of the General Meeting and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Director. The Company has received the following from Ms. Sophie Moochhala:

- (i) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority;
- (iii) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (iv) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company.

Ms. Sophie Moochhala is an accomplished business leader, advisor, and Board Member with over 30 years of diverse experience across corporate and entrepreneurial ventures. She is known for building and scaling organizations with a strong focus on business strategy and value creation, mentoring leadership teams, and creating cultures rooted in innovation and integrity.

The detailed profile and specific areas of expertise of Ms. Sophie Moochhala provided in the annexure to this Notice.

The Board of Directors noted that Ms. Sophie Moochhala's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company. A copy of the draft letter for the appointment of Ms. Sophie Moochhala as an Independent Director setting out the terms and conditions of her appointment shall be open for inspection by the Members electronically. Members seeking to inspect the same can send an email to [secretarial@simmondsmarshall.com](mailto:secretarial@simmondsmarshall.com)

In compliance with the provisions of Section 149, read with Schedule IV of the Act and other applicable SEBI LODR Regulations, the appointment of Ms. Sophie Moochhala as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.



# SIMMONDS MARSHALL LIMITED

Regd.office & Factory : Plot No: C-4/1, Phase II, Chakan, MIDC Bhamboli, Khed Pune 410501, Maharashtra  
+91-02135 683939/683900, sml@simmondsmarshall.com CIN: L29299PN1960PLC011645

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The Board recommends the Special Resolution at Item no. 1 of this Notice of the Postal Ballot for approval of the Members.

Except Ms. Sophie Moochhala and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 1 of the Notice.

By order of the Board  
Simmonds Marshall Limited

Registered office:

Plot No. C-4/1, Phase II, Chakan MIDC Bhamboli,  
Khed, Pune, 410501.

Sd/-

Surbhi Khandelwal  
Company Secretary & Compliance Officer

Date: November 13, 2025.



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**DETAILS OF DIRECTOR SEEKING APPOINTMENT**  
(Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on  
General Meetings)

|   |   |
|---|---|
| Name of the Director  | Ms. Sophie Yunus Moochhala  |
| DIN   | 00105995  |
| Date of Birth   | 10/07/1967  |
| Age   | 58 years  |
| Date of first appointment on the Board  | November 13, 2025   |
| Qualifications  | Masters of Management Studies (Jamnalal Bajaj Institute of Management Studies, Mumbai), Bachelor of Arts (Mount Holyoke College, USA), International Baccalaureate (United World College, USA) and Phi Beta Kappa, International Academic Honor Society, 1989                           |
| Experience  | An accomplished business leader, board member and advisor with 30 years of diverse experience managing corporate and entrepreneurial businesses. Expertise in business strategy, operations, and value creation. Successfully concluded and transitioned an equity control transaction. |
| Nature of expertise in specific functional areas  | Expertise in business strategy, operations, and value creation.   |
| Terms and conditions of appointment   | Appointed as an Independent Director for a term of 5 (Five) years w.e.f November 13, 2025 to November 12, 2030.<br>(Further details refer the Notice and Explanatory Statement).  |
| Remuneration last drawn (including sitting fees, if any)  | NA  |
| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | Nil   |
| Relationship with other Directors / Key Managerial Personnel  | Ms. Sophie Moochhala is not related to any Director or Key Managerial Personnel.  |
| Number of meetings of the Board attended  | Nil   |
| Directorships of other Boards as on date of Postal Ballot Notice  | Director of "Under the Mango Tree Naturals and Organics Private Limited"  |
| Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice                  | Nil   |
| Listed entities from which the Director has resigned in the past three years                                | Nil   |

By order of the Board  
Simmonds Marshall Limited

Registered office:  
Plot No. C-4/1, Phase II, Chakan MIDC Bhamboli,  
Khed, Pune, 410501.

Sd/-  
Surbhi Khandelwal  
Company Secretary & Compliance Officer

Date: November 13, 2025.