



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory :

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E-Mail : smlpune@simmondsmarshall.com

CIN : L29299PN1960PLC011645

Admn. & Sales Office :

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

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E-Mail : sales@simmondsmarshall.com

Website : www.simmondsmarshall.com

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



MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

MR. N. S. MARSHALL
CHAIRPERSON OF ANNUAL
GENERAL MEETING

PLACE: MUMBAI
DATE: SEPTEMBER 13, 2019.