



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 : smpune@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

September 7, 2020

To
The Deputy General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref: Security Code No. 507998

Sub: Notice of 60th Annual General Meeting

Dear Sir/Madam,

In compliance with the various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India at the backdrop of COVID-19 pandemic, we are enclosing herewith Notice for 60th Annual General Meeting of Simmonds Marshall Limited for the Financial Year 2019-2020 which will be held on **Wednesday, September 30, 2020** at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business as stated in the Notice.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the Notice attached.

We request you to kindly take the above information on record.

Thanking you

Yours faithfully,
For **SIMMONDS MARSHALL LIMITED**

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

Encl: A/a.



IATF No. 0096543
ISO/TS 16949-2009



ISO 14001:2004
Reg. No. 8302-E

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 60th (Sixtieth) Annual General Meeting (AGM) of the Members of **SIMMONDS MARSHALL LIMITED (CIN: L29299PN1960PLC011645)** will be held on Wednesday, September 30, 2020 at 11.00 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS:

Item no. 1 -- Adoption of Financial Statements:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon and
- b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with the Auditors Reports thereon.

Item no. 2 -- Appointment of Mr. S. J. Marshall as a Director liable to retire by rotation:

To appoint a Director in place of Mr. S. J. Marshall, having Director’s Identification Number 00085682 who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item no. 3 – Approval of Reappointment of Mr. S. J. Marshall as Chairman & Executive Director (Whole Time Director) of the Company:

To Consider and if though fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. S. J. Marshall (DIN: 00085682) as Chairman & Executive Director of the Company, liable to retire by rotation, for a further period of 3 (three) years with effect from April 01, 2020 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. S. J. Marshall, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

Item no. 4 – Approval of Reappointment of Mr. N. S. Marshall as Managing Director of the Company:

To Consider and if though fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. N. S. Marshall (DIN: 00085754) as Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years with effect from April 01, 2020 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. N. S. Marshall, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

Item no. 5 – Approval of Reappointment of Mr. I. M. Panju as Whole Time Director of the Company:

To Consider and if though fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. I. M. Panju (DIN: 00121748) as Whole Time Director of the Company, liable to retire by rotation, for a further period of 3 (three) years with effect from April 01, 2020 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. I. M. Panju, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

Item no. 6 - Approval of Re-appointment of Ms. Amrita Chowdhury (DIN: 02178520), as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Ms. Amrita Chowdhury (DIN: 02178520) Independent Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, is eligible for reappointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from April 01, 2021 to March 31, 2026, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

Item no. 7 - Approval of Appointment of Mr. Ameet Parikh (DIN: 00007036), as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Ameet Parikh (DIN: 00007036), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 7, 2020 and who holds office up to the date of the ensuing Annual 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 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 his 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 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from

time to time, the appointment of Mr. Ameet Parikh (DIN: 00007036), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from September 7, 2020 to September 6, 2025, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

Item no. 8 – 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 2020-21:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, be paid a remuneration for the Financial Year ending March 31, 2021 of Rs. 1,75,000/- (Rupees One Lakh Seventy Five thousand Only) plus applicable taxes and out of pocket expenses (if any) as may be incurred by them in connection with the aforesaid audit."

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

For and on behalf of the Board of Directors
SIMMONDS MARSHALL LIMITED

Registered Office:

Mumbai-Pune Road,
Kasarwadi
Pune - 411 034.

Date: **September 7, 2020**

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

NOTES:

1. In view of the situation arising due to COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 60th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 60th AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 60th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

SIMMONDS MARSHALL LIMITED

4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
7. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Company's website www.simmondsmarshall.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Notice will be available on the website of CDSL i.e., www.evotingindia.com.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

- a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/RTA at: secretarial@simmondsmarshall.com or support@sharexindia.com.
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
8. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution/ authorization letter to the Company at secretarial@simmondsmarshall.com or upload on the VC portal / e-voting portal.
11. A statement giving the details of the Directors seeking appointment/re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / Chairpersonships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, are provided in the Annexure.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
13. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.
14. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 24, 2020 to September 30, 2020** (both days inclusive).
15. Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

The details of dividend paid by the Company and the corresponding due dates for transfer of un-encashed dividend to IEPF are furnished hereunder:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1.	31/03/2013	17/09/2013	16/10/2020
2.	31/03/2014	23/09/2014	22/10/2021
3.	31/03/2015	23/09/2015	22/10/2022
4.	31/03/2016	16/03/2016 • The Company has declared & Paid Interim Dividend	15/04/2023
5.	31/03/2017	08/09/2017	14/10/2024
6.	31/03/2018	26/09/2018	01/11/2025
7.	31/03/2019	13/09/2019	20/10/2026

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years are therefore requested to make their claims to the Registrar of the Company or the Company at the Registered Office, with full details.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar / Company.
17. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
18. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
19. The Company's shares are listed on BSE Limited, Mumbai.
20. (a) Members holding Shares in physical form are requested to notify immediately any change in their address, email address, telephone/ mobile number, Permanent Account Number (PAN), nominations, bank details such as name of bank and branch, bank account number, MICR code, IFSC code etc. to the Registrar and Transfer Agent of the Company at the address given below.

M/s. SHAREX DYNAMIC (INDIA) PVT LTD

[Unit: Simmonds Marshall Limited]

C- 101, 247 Park, LBS Marg, Vikhroli (West), MUMBAI - 400 083

Tel: 022 2851 5606 / 2851 5644

Email: support@sharexindia.com

- (b) Member holding shares in physical form can also update/register their email address, mobile number and bank details directly at http://sharexindia.com/Email_Register.html or https://sharexindia.com/Bank_Register.html
- (c) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
21. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all the other documents referred to in the Notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the Company by sending e-mail to secretarial@simmondsmarshall.com.

22. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.

23. **Voting through electronic means:**

- (i) Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

- (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (iv) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 23, 2020**
- (v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **September 23, 2020** only shall be entitled to avail the facility of e-voting/remote e-voting.
- (vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **September 23, 2020**, may obtain the Login details from **SHAREX DYNAMIC (INDIA) PVT LTD** (Registrar & Transfer Agents of the Company).
- (vii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.simmondsmarshall.com) and on the website of CDSL (<https://www.evotingindia.com>). The results shall simultaneously be communicated to the Stock Exchange.
- (viii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 30, 2020**
- (ix) **The instructions for shareholders voting electronically are as under:**
- a) The voting period begins at 9.00 a.m. (IST) on September 27, 2020 and ends at 5.00 p.m. (IST) on September 29, 2020. 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 **September 23, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - c) The shareholders should log on to the e-voting website www.evotingindia.com
 - d) Click on Shareholders.
 - e) Now Enter your User ID
 - o For CDSL: 16 digits beneficiary ID,
 - o For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - o Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- f) Next enter the Image Verification as displayed and Click on Login
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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.
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"> • 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 as mentioned in instruction (e).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant Simmonds Marshall Limited on which you choose to vote.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

t) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a corporate user who would be able to link the accounts they would be able to cast their vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@simmondsmarshall.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@simmondsmarshall.com. These queries will be replied to by the Company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE ANNUAL GENERAL MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
3. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No 3.

Mr. S. J. Marshall was appointed as Chairman of the Company at the AGM held on September 08, 2017 for a term of 3 years upto March 31, 2020 through Special Resolution. Mr. S. J. Marshall is on the Board of the Company since April, 1960 and has attained the age of 83 years and he looks after overall management and activities of the Company.

Keeping in mind the contribution made by Mr. S. J. Marshall in the overall affairs of the Company and plays an imperative role in the progress of the Company, your Board of Directors at their meeting held on February 14, 2020 have re-appointed Mr. S. J. Marshall as Chairman (Whole time Director) of the Company. The terms of his re-appointment including remuneration, commission, perquisites etc. as have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

- **Salary:** Rs.3,50,900/- p.m. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)
 - **Benefits, Perquisites and Allowance:**
 - Reimbursement of actual travelling expenses
 - Special Allowances, Bonus etc.
 - Provision of Car for use on Company's business.
 - Any other as may be determined by the Board of Directors of the Company from time to time.
 - **Commission:** Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. S. J. Marshall as a Chairman (Whole Time Director) for a period of 3 years commencing April 01, 2020.

MEMORANDUM OF INTEREST

Mr. S. J. Marshall is a close relative (Father) of Mr. N. S. Marshall and (Father in law) of Mr. I. M. Panju, is deemed to be concerned and interested in the resolution at Item no. 3. Except Mr. S. J. Marshall, Mr. N. S. Marshall and Mr. I. M. Panju, none of the Directors of the Company are concerned or interested in this resolution.

Item No. 4:

Mr. N. S. Marshall was appointed as Managing Director of the Company at the AGM held on September 08, 2017 for a term of 3 years upto March 31, 2020 through Ordinary Resolution. Mr. N. S. Marshall is on the Board of the Company since July, 2003 and looks after the production, marketing and administrative activities of the Company.

Keeping in mind the contribution made by Mr. N. S. Marshall in production, marketing and administrative activities of the Company, your Board of Directors at their meeting held on February 14, 2020 have re-appointed Mr. N. S. Marshall as Managing Director of the Company. The terms of his appointment including remuneration, commission, perquisites etc. as have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

- **Salary:** Rs.4,84,172/- p.m. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)

- **Benefits, Perquisites and Allowance:**
- Gratuity payable as per Company's policy.
- Company's contribution towards Provident Fund
- Company's contribution towards Superannuation fund
- Reimbursement of actual travelling expenses
- Special Allowances, Bonus etc.
- Provision of Car for use on Company's business.
- Any other as may be determined by the Board of Directors of the Company from time to time.
- **Commission:** Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. N. S. Marshall as a Managing Director for a period of 3 years commencing April 01, 2020.

MEMORANDUM OF INTEREST

Mr. N. S. Marshall is a close relative (son) of Mr. S. J. Marshall, and (Brother in law) of Mr. I. M. Panju is deemed to be concerned and interested in the resolution at Item no. 4. Except Mr. N. S. Marshall, Mr. S. J. Marshall and Mr. I. M. Panju, none of the Directors of the Company are concerned or interested in this resolution.

Item No. 5:

Mr. I. M. Panju was appointed as Whole Time Director of the Company at the AGM held on September 08, 2017 for a term of 3 years upto March 31, 2020 through Ordinary Resolution. Mr. I. M. Panju is on the Board of the Company since January, 1994 and looks after the planning and financial activities of the Company.

Keeping in mind the contribution made by Mr. I. M. Panju in planning and financial activities of the Company,, your Board of Directors at their meeting held on February 14, 2020 have re-appointed Mr. I. M. Panju as Whole time Director of the Company. The terms of his appointment including remuneration, commission, perquisites etc. as have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

- **Salary:** Rs.34,873/- p.m. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)
- **Benefits, Perquisites and Allowance:**
- Reimbursement of actual Travelling allowance, Conveyance allowance, Mobile allowance.
- Special Allowances, Bonus etc.
- Provision of Car for use on Company's business.
- Any other as may be determined by the Board of Directors of the Company from time to time.
- **Commission:** Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. I. M. Panju as a Whole Time Director for a period of 3 years commencing April 01, 2020.

MEMORANDUM OF INTEREST

Mr. I. M. Panju is a close relative (son in law) of Mr. S. J. Marshall and (Sisters Husband) of Mr. N. S. Marshall is deemed to be concerned and interested in the resolution at Item no. 5. Except Mr. I. M. Panju, Mr. S. J. Marshall and Mr. N. S. Marshall, none of the Directors of the Company are concerned or interested in this resolution.

Item no. 6:

Ms. A. V. Chowdhary is an Independent Director of the Company. She was appointed by the members of the Company at the 56th AGM held on September 20, 2016 to hold office for five consecutive years for a term upto March 31, 2021.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. A. V. Chowdhary, being eligible, offers herself for re-appointment as Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from April 01, 2021 upto March 31, 2026.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Ms. A. V. Chowdhary has registered with the Independent Directors Databank.

In the opinion of the Board, Ms. A. V. Chowdhary fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as Independent Director of the Company and is independent of the management. Copy of the draft letter for re-appointment of Ms. A. V. Chowdhary as Independent Director setting out terms and conditions is available for inspection at the Registered office.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. A. V. Chowdhary as Independent Director of the Company.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and re-appointment of Ms. A. V. Chowdhary as Independent Director of the Company for another term of five consecutive years with effect from April 1, 2021 to March 31, 2026, for the approval of Members.

Except Ms. A. V. Chowdhary and her relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.

Item No. 7:

Mr. Ameet Parikh was appointed as an Additional Director (Independent Capacity) of the Company with effect from September 7, 2020. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from September 7, 2020.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ameet Parikh, being eligible for appointment as Independent Director offers himself for appointment, is proposed to be appointed as Independent Director for one term of five consecutive years from September 7, 2020 upto September 6, 2025.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Mr. Ameet Parikh has registered with the Independent Directors Databank.

In the opinion of the Board, Mr. Ameet Parikh fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to services of Mr. Ameet Parikh as Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 7 of the Notice with respect to eligibility and appointment of Mr. Ameet Parikh as Independent Director of the Company for one term of five consecutive years with effect from September 7, 2020 upto September 6, 2025, for approval of the members.

Except Mr. Ameet Parikh and his relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.

Item No. 8:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of the M/s. Joshi Apte & Associates, Cost Accountants as the Cost Auditor, to conduct the audit of the cost records of the Company for the financial year 2020-21, at a remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five thousand Only) plus applicable taxes and out of pocket expenses (if any) as may be incurred by them in connection with the audit, subject to approval of the Members. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be approved by the Members of the Company.

Accordingly, the members are requested to approve the remuneration payable to the Cost Auditors during the financial year 2020-21 as set out in the resolution for the services to be rendered by them.

The Board recommends the resolution set out at Item No.8 of the Notice for approval of the Members by an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and the relatives of the Directors and/or are Key Managerial Personnel, are concerned or interested in the said resolution.

ANNEXURE "A" TO THE EXPLANTORY STATEMENT

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment / re-appointment of Mr. S. J. Marshall, Mr. N. S. Marshall and Mr. I. M. Panju.

I. GENERAL INFORMATION:

1. Nature of Industry: The main business of the Company is manufacturing and sale of Industrial Fasteners used in Auto Industry.
2. Date or expected date of commencement of commercial production: Not Applicable, as the Company is an existing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Sr. No.	Particulars	2019-2020	2018-2019	2017-2018
1	Gross Income	14199.60	18266.39	17580.26
2	Profit before tax	(1041.73)	773.84	1441.19
3	Profit after tax	(770.83)	576.59	1005.39
4	Dividend Paid	Nil	67.51	94.36
5	Rate of Dividend	Nil	25%	35%

5. Foreign Investments or collaborations, if any - NIL

SIMMONDS MARSHALL LIMITED

II. INFORMATION ABOUT THE APPOINTEE

Name of Director	Mr. S. J. Marshall	Mr. N. S. Marshall	Mr. I. M. Panju
Date of Birth	October 15, 1937	March 21, 1976	February 08, 1960
Date of Appointment	April, 1960	July, 2003	January, 1994
Brief resume of the Director	Mr. S. J. Marshall is an Economics Graduate. He started his career with the Company since inception and is looking after overall activities of the Company.	Mr. N. S. Marshall is a MBA from Institute of Management Development, Lausanne, Switzerland responsible for the production, marketing and administrative activities of the Company.	Mr. I. M. Panju is a MBA from Indiana University of Pennsylvania, USA and is responsible for the Planning and Finance activities of the Company.
Recognition or awards	NIL	NIL	NIL
Past Remuneration	42.43 Lakhs	77.67 Lakhs	4.21 Lakhs
Nature of his expertise in specific functional areas	Looks after overall affairs of the Company and plays an imperative role in the progress of the Company	Looks after the Production, Marketing, and administrative activities of the Company	Looks after the Planning and Finance activities of the Company.
Remuneration Proposed	Rs.3,50,900/- p.m. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)	Rs.4,84,172/- p.m. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)	Rs.34,873/- p.m. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not possible being a unique nature of the Industry. However as compared to the size of our Company, the remuneration to be paid is going to be very comparative as per the industry norms.	Not possible being a unique nature of the Industry. However as compared to the size of our Company, the remuneration to be paid is going to be very comparative as per the industry norms.	Not possible being a unique nature of the Industry. However as compared to the size of our Company, the remuneration to be paid is going to be very comparative as per the industry norms.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Being promoter, he is directly related to the Company and is a close relative of Mr. N. S. Marshall and Mr. I. M. Panju	Being promoter, he is directly related to the Company and is a close relative of Mr. S. J. Marshall	Being promoter, he is directly related to the Company and is a close relative of Mr. S. J. Marshall and Mr. N. S. Marshall

III. OTHER INFORMATION:

- Reasons of loss or inadequate profits: Downturn in Automotive industry and last quarter effect of Covid-19 pandemic.
- Steps taken or proposed to be taken for improvement: Consolidation of all operation in a state of the art brand new factory in Chakan, Pune will help streamline all processes, manpower and material movement – making overall operations far more efficient and cost effective. Significant efforts to develop new customers and new business paying dividends and effect will be seen in 2020-21
- Expected increase in productivity and profits in measurable terms: Due to the disruption caused by the Covid-19 pandemic – it is difficult to predict how the next few quarters will pan out.

IV. DISCLOSURES:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution set forth in Item No. 3, 4, 5, 6 & 7 subject to the approval of the Members at the ensuing Annual General Meeting

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 60TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 3, 4, 5, 6 AND 7 OF THIS NOTICE, IN TERMS OF REGULATIONS 26(4) AND 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name	Mr. S J. Marshall	Mr. N. S. Marshall	Mr. I. M. Panju
Directors Identification Number (DIN)	00085682	00085754	00121748
Brief resume & Nature of expertise in specific functional areas	Economic Graduate	MBA Expertise in Production, Marketing, Accounting and Human Resources	MBA Expertise in Production, Planning and Finance
Disclosure of relationship between directors inter-se	Father of Mr. N. S. Marshall Father in law of Mr. I. M. Panju	Son of Mr. S. J. Marshall	Son in law of Mr. S. J. Marshall
Names of listed entities in which the person also holds the directorship	NIL	1. Ador Fontech Limited 2. Ador Multi Products Limited 3. Hindustan Hardy Limited	NIL
No. of Shares held in the Company	17,39,457 Equity Shares	15,18,548 Equity Shares	NIL
Membership & Chairmanships of Committees of the Board*	NIL	1. Ador Fontech Limited 2. Ador Multi Products Limited 3. Hindustan Hardy Limited	NIL

Name	Ms. A V Chowdhury	Mr. Ameet Parikh
Directors Identification Number (DIN)	02178520	00007036
Brief resume & Nature of expertise in specific functional areas	Engineering	Chartered Accountant
Disclosure of relationship between directors inter-se	None	None
Names of listed entities in which the person also holds the directorship	1. NESCO Limited 2. Mahindra Lifespace Developers Limited	1. Axtel Industries Limited
No. of Shares held in the Company	NIL	NIL
Membership & Chairmanships of Committees of the Board*	1. NESCO Limited 2. Mahindra Lifespace Developers Limited	1. Axtel Industries Limited

*In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships in only two committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.

Registered Office:

Mumbai-Pune Road,
Kasarwadi,
Pune -411 034.

Date: September 7, 2020.

For and on behalf of the Board of Directors

SIMMONDS MARSHALL LIMITED

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