



# SIMMONDS MARSHALL LIMITED

**Regd. Office & Factory:**

Plot No. C-4/1, Phase II, Chakan, MIDC  
Bhamboli, Khed, Pune-410 501, Maharashtra.  
Tel. : (91-02135) 683939 / 683900  
E-Mail : [sml@simmondsmarshall.com](mailto:sml@simmondsmarshall.com)  
CIN: L29299PN1960PLC011645

**Admn. & Sales Office:**

Apeejay Chambers, 5, Wallace Street, Fort  
Mumbai-400 001, Maharashtra.  
Tel. : (91-022) 66337425 / 7426 / 7427  
E-Mail : [sales@simmondsmarshall.com](mailto:sales@simmondsmarshall.com)  
Website : [www.simmondsmarshall.com](http://www.simmondsmarshall.com)

Date: January 12, 2023

To,  
The Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Ref: Simmonds Marshall Limited (BSE Scrip Code: 507998)**

**Sub: Disclosure u/r 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) for exemption under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

We would like to inform you that, Company has received a report under Regulation 10(7) of SEBI SAST Regulations for inter-se transfer of equity shares among promoters/promoters group of Simmonds Marshall Limited for exemption under Regulation 10(1)(a)(ii) of SEBI SAST Regulations.

In this connection, necessary disclosures/intimation/report under Regulation 10(5), Regulation 10(6), Regulation 29(2) of SEBI (SAST) Regulations, 2011 for the aforesaid acquisition in prescribed format, were already submitted to stock exchange.

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

Thanking you,

Yours faithfully,  
For SIMMONDS MARSHALL LIMITED

**NIRMAL GUPTA**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

From,  
**Navroze Shiamak Marshall**  
Address: 71 ELCID, 13, B G Kher Marg,  
Mumbai-400006.

**Kamal Imran Panju**  
Address: 4, Symphony, Napean Sea Road,  
Mumbai-400006.

**Kayan Jamshid Pandole**  
Address: Jairaz House, Behind Sasoon Dock,  
Colaba, Mumbai- 400005.

**Date: January 10, 2023**

To,  
**Securities and Exchange Board of India (SEBI)**  
**SEBI Bhawan, Plot No. C4- A, "G" Block**  
**Bandra-Kurla Complex, Bandra (East)**  
**Mumbai-400051, Maharashtra**

**Ref: Simmonds Marshall Limited (BSE Scrip Code: 507998)**

**Sub: Disclosure u/r 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) for exemption under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

With reference to the above, please find enclosed herewith the disclosure pursuant to the requirement of Regulation 10(7) of SEBI SAST Regulations for inter-se transfer of equity shares among promoters/promoters group of Simmonds Marshall Limited for exemption under Regulation 10(1)(a)(ii) of SEBI SAST Regulations.

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

Thanking you,

**For and on behalf of all acquirers**



**Navroze S. Marshall**

**Encl-As attached**

**Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

<b>1</b>	<b>General Details</b>	
	a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}
		<b>1. Navroze S. Marshall</b> Add: 71 ELCID, 13 B G Kher Marg, Mumbai - 400006. Email Id:nmarshall@simmondsmarshall.com Contact No.: 9867728282  <b>2. Kamal I. Panju</b> <b>3. Kayan J. Pandole</b>
	b.	Whether sender is the acquirer (Y/N)
		Yes
	c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)
		Not Applicable
	d.	Name, address, Tel no. and e-mail of the sender, if sender is not the acquirer
		Not Applicable
<b>2</b>	<b>Compliance of Regulation 10(7)</b>	
	a.	Date of report
		January 10, 2023
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition
		Yes
	c.	Whether the report is accompanied with fees as required under Regulation 10(7)
		Yes. Payment acknowledgement is enclosed.
<b>3</b>	<b>Compliance of Regulation 10(5)</b>	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition
		Yes, Report submitted to BSE Limited via email on December 20, 2022 (enclosed as Annexure "A")
	b.	Date of Report
		December 20, 2022
<b>4</b>	<b>Compliance of Regulation 10(6)</b>	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days after the date of the proposed acquisition
		Yes, Report submitted to BSE Limited via email on December 29, 2022 (enclosed as Annexure "B")
	b.	Date of Report
		December 29, 2022
<b>5</b>	<b>Details of the Target Company (TC)</b>	
	a.	Name & Address of TC
		<b>Simmonds Marshall Limited,</b> CIN: L29299PN1960PLC011645 Plot No. C-4/1, Phase II, Chakan, MIDC, Bhamboli, Khed, Pune - 410501.
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed
		BSE Limited

6	Details of the acquisition					
	a.	Date of acquisition	December 27, 2022			
	b.	Acquisition price per share (in Rs.)	Not applicable Shares are transferred by way of gift; therefore, no price is involved.			
	c.	Regulation which would have been triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(1) & 3(2)			
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share capital	No. of Shares	% w.r.t total share capital of TC
		Name of the acquirer(s)				
		Navroze S. Marshall	15,58,678	13.92	46,70,290	41.70
		Kamal I. Panju	6,77,155	6.05	8,37,155	7.48
		Kayan J. Pandole	7,13,655	6.37	8,73,655	7.80
		<b>Acquirer(s) and PACs Collectively (A)</b>	<b>29,49,488</b>	<b>26.34</b>	<b>63,81,100</b>	<b>56.98</b>
	e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share	No. of Shares	% w.r.t total share capital of TC
		Name of the seller(s)**)				
		Shiamak J. Marshall	17,44,177	15.57	0	0
		Maki S. Marshall	16,87,435	15.07	0	0
		<b>Seller (s) Collectively (B)</b>	<b>3,431,612</b>	<b>30.64</b>	<b>0</b>	<b>0</b>
		<b>Total Promoter &amp; Promoter Group (A+B)</b>	<b>63,81,100</b>	<b>56.98</b>	<b>63,81,100</b>	<b>56.98</b>
7	Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(ii)					
	a.	Provide the names of the seller(s)	Shiamak J. Marshall Maki S. Marshall			
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Inter se transfer of shares among the Promoters/Promoters Group.			
	c.	Shareholding of the acquirer and the seller in the TC during the three years prior to the proposed acquisition	Holding as on Dec-2019 (1 year prior)	Holding as on Dec-2020 (2 years prior)	Holding as on Dec-2021 (3 years prior)	
		<b>Acquirers</b>				
		Navroze S. Marshall	15,18,548	15,43,548	15,58,678	
		Kamal I. Panju	6,77,155	6,77,155	6,77,155	
		Kayan J. Pandole	7,10,655	7,13,655	7,13,655	
		<b>Sellers</b>				
		Shiamak J. Marshall	17,15,397	17,44,177	17,44,177	
		Maki S. Marshall	16,87,435	16,87,435	16,87,435	

d.	Confirm whether the acquirer(s) and the seller(s) are 'immediate relatives' as defined in the Regulation 2(l).	Yes, acquirer and sellers are immediate relatives as defined in regulation 2(1)
e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Not applicable Shares are transferred by way of gift, therefore no consideration is involved.
f.	If the shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable Shares are transferred by way of gift, therefore no consideration is involved.
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	Not applicable Shares are transferred by way of gift, therefore no consideration is involved.
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	December 20, 2022
i.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made along with the copies of the same.	Yes. The Acquirers and the Sellers have complied with the provisions of Chapter V of the Takeover Regulations. The brief detail of all the compliances made along with requisite disclosure are enclosed herewith. (Enclosed as Annexure "C")
j.	Declaration by the acquirer that all the conditions specified under Regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	We hereby declare that all the conditions specified under Regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.

We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For and on behalf of all acquirers

Navroze S. Marshall

Date: 10.01.2023

Place: Mumbai

## Navroze S. Marshall

Address: 71 Elcid, 13 B G Kher Marg, Mumbai- 400006.

### Details of Payment of fees for Inter-se transfer of shares

Name of Payee	Navroze S. Marshall
Date of Payment	04/01/2023
Amount paid a. GST b. Inter se Transfer of shares	Rs. 27,000/- Rs. 1,50,000/-
Transaction No. a. GST b. Inter se Transfer of Shares	CITIN23301780955 CITIN23301776767
Payment is made for	Inter-se transfer of equity shares between Promoters of the Simmonds Marshall Limited (Exemptions under takeover Regulations)



**Navroze S. Marshall**  
**Acquirer**

## KAMAL IMRAN PANJU

Address: 4, Symphony, Napean Sea Road, Mumbai-400006

### Details of Payment of fees for Inter-se transfer of shares

Name of Payee	Kamal Imran Panju
Date of Payment	04/01/2023
Amount paid	
a. GST	Rs. 27,000/-
b. Fees for Inter se Transfer of shares between Promoters	Rs. 1,50,000/-
Transaction No.	
a. GST	N004232274743476
b. Inter se transfer of Shares	N004232274780575
Payment is made for	Inter-se transfer of equity shares between Promoters of the Simmonds Marshall Limited (Exemptions under takeover Regulations)

Kamal Imran Panju

Kamal Imran Panju  
Acquirer

## KAYAN J. PANDOLE

Address: Jairaz House, Behind Sasoon Dock, Colaba, Mumbai - 400005

### Details of Payment of fees for Inter-se transfer of shares

Name of Payee	Kayan J. Pandole
Date of Payment	04/01/2023
Amount paid	
a. GST	Rs. 27,000/-
b. Fees for Inter se Transfer of shares between Promoters	Rs. 1,50,000/-
Transaction No.	
a. GST	090011668374510
b. Inter se Transfer of Shares	090011668374494
Payment is made for	Inter-se transfer of equity shares between Promoters of the Simmonds Marshall Limited (Exemptions under takeover Regulations)



**Kayan J. Pandole**  
Acquirer



From,  
**Navroze Shiamak Marshall**  
Address: 71 ELCID, 13, B G Kher Marg,  
Mumbai-400006

**Kamal Imran Panju**  
Address: 4, Symphony, Napean Sea Road,  
Mumbai-400006

**Kayan Jamshid Pandole**  
Address: Jairaz House, Behind Sasoon Dock,  
Colaba, Mumbai- 400005

Date: December 29, 2022

To,  
The Deputy General Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Ref: Simmonds Marshall Limited (BSE Scrip Code: 507998)**

**Sub: Disclosure u/r 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(SEBI SAST Regulations) for inter-se transfer of equity shares.**


Dear Sir/Madam,

With reference to the above, please find enclosed herewith the disclosure pursuant to the requirement of Regulation 10(6) of SEBI SAST Regulations for inter-se transfer of equity shares among promoters/promoters group of Simmonds Marshall Limited pursuant to Regulation 10(1)(a)(ii) of SEBI SAST Regulations.

Please take it on your records.

Thanking you,

**For and on behalf of all acquirers**

  
**Navroze S. Marshall**

**Encl-As attached**

Disclosures under Regulation 10(6)-Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

1.	Name of the Target Company (TC)	Simmonds Marshall Limited (CIN: L29299PN1960PLC011645)
2.	Name of the acquirer(s)	Navroze Shiamak Marshall Kamal Imran Panju Kayan Jamshid Pandole
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>Inter - se transfer of shares amongst promoters / promoter group.</p> <p>Details of transactions are as follows:</p> <ol style="list-style-type: none"> <li>1. 15,82,725 Equity shares of face value of Rs. 2/-each from Mrs. Maki Marshall to Mr. Navroze Marshall.</li> <li>2. 1,60,000 Equity shares of face value of Rs. 2/ each from Mr. Shiamak Marshall to Mrs. Kamal Imran Panju.</li> <li>3. 55,290 Equity shares of face value of Rs. 2/- each from Mr. Shiamak Marshall to Mrs. Kayan Pandole.</li> <li>4. 15,28,887 Equity shares of face value of Rs. 2/- each from Mr. Shiamak Marshall to Mr. Navroze Marshall.</li> <li>5. 1,04,710 Equity shares of face value of Rs. 2/- each from Mrs. Maki Marshall to Mrs. Kayan Pandole.</li> </ol> <p>34,31,612 Equity shares constituting 30.64% of the paid up capital of the Company, were acquired on December <del>27</del>, 2022, the transaction is an inter-se transfer between relatives who are members of the promoter group.</p> <p>No consideration is involved for transaction, as the acquisition is by way of a gift from immediate relatives - Mr. Shiamak J. Marshall and Mrs. Maki S. Marshall</p>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011



6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange.	Yes  December 20, 2022			
7.	Details of acquisition	Disclosures required to be made under Regulation 10(5)	Whether the disclosures under Regulation 10(5)		
a.	Name of the transferor/seller	Mr. Shiamak Marshall Mrs. Maki Marshall	Mr. Shiamak Marshall Mrs. Maki Marshall		
b.	Date of acquisition	December <del>27</del> , 2022	December <del>27</del> , 2022		
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	17,44,177 Equity Shares 16,87,435 Equity Shares	17,44,177 Equity Shares 16,87,435 Equity Shares		
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	30.64%	30.64%		
e.	Price at which shares are proposed to be acquired / actually acquired	No consideration is involved as the acquisition of shares is by way of gift.	No consideration is involved as the acquisition of shares is by way of gift.		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a.	Each Acquirer / Transferee				
	Navroze Shiamak Marshall	15,58,678	13.92	46,70,290	41.70
	Kamal Imran Panju	6,77,155	6.05	8,37,155	7.48
	Kayan Jamshid Pandole	7,13,655	6.37	8,73,655	7.80
	<b>Acquirer(s) and PACs Collectively</b>	<b>29,49,488</b>	<b>26.34</b>	<b>63,81,100</b>	<b>56.98</b>
b.	Each Seller / Transferor				
	Shiamak Jeejeebhoy Marshall	17,44,177	15.57	0	0
	Maki Shiamak Marshall	16,87,435	15.07	0	0
	<b>Seller (s) Collectively</b>	<b>3,431,612</b>	<b>30.64</b>	<b>0</b>	<b>0</b>
	<b>Total Promoter &amp; Promoter Group</b>	<b>63,81,100</b>	<b>56.98</b>	<b>63,81,100</b>	<b>56.98</b>

For and on behalf of all acquirers

  
Navroze S. Marshall

Date: December 29, 2022

Place: Mumbai



secretarial sim <secretarial@simmondsmarshall.com>

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**Fwd: FW: Disclosure u/r 10(6) of SEBI (SAST) Regulations, 2011 - Simmonds Marshall Limited**

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Navroze Marshall <nmarshall@simmondsmarshall.com>

Thu, Dec 29, 2022 at 3:35 PM

To: corp.relations@bseindia.com

Cc: jimmy@simmondsmarshall.com, secretarial sim <secretarial@simmondsmarshall.com>

Dear Sir/Madam,

Please find enclosed herewith disclosure u/r 10(6) of SEBI (SAST) Regulations, 2011 being submitted by the Promoters of Simmonds Marshall Limited (BSE Scrip Code: 507998).

Kindly take the same on record.

For and on behalf of the Acquirers

N. S. Marshall

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Navroze Marshall

Simmonds Marshall Ltd

Managing Director

91-22-6633-7432

[nmarshall@simmondsmarshall.com](mailto:nmarshall@simmondsmarshall.com)

[www.simmondsmarshall.com](http://www.simmondsmarshall.com)



**SML SEBI DISCLOSURE 10(6).pdf**

191K

From,  
**Navroze Shiamak Marshall**  
Address: 71 ELCID, 13, B G Kher Marg,  
Mumbai-400006

**Kamal Imran Panju**  
Address: 4, Symphony, Napean Sea Road,  
Mumbai-400006

**Kayan Jamshid Pandole**  
Address: Jairaz House, Behind Sasoon Dock,  
Colaba, Mumbai- 400005

Date: December 29, 2022

To,  
The Deputy General Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Ref: Inter-se Transfer of Shares of Simmonds Marshall Limited (BSE Scrip Code: 507998)**

**Sub: Intimation u/s 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(SEBI SAST Regulations)**


Dear Sir/Madam,

Please find enclosed herewith the disclosure pursuant to the Regulation 29(2) of SEBI SAST Regulations as "Annexure A" for inter-se transfer of equity shares among promoters/promoters group of Simmonds Marshall Limited pursuant to Regulation 10(1)(a)(ii) of SEBI SAST Regulations.

Please take it on your records.

Thanking you,

**For and on behalf of all Acquirers and Sellers**

  
**Navroze S. Marshall**

**Encl-As attached**

Cc:  
**The Compliance Officer,**  
**Simmonds Marshall Limited,**  
CIN: L29299PN1960PLC011645  
Plot No. C-4/1, Phase II, Chakan,  
MIDC, Bhamboli, Khed, Pune - 410501.

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Name of the Target Company (TC)	Simmonds Marshall Limited (CIN: L29299PN1960PLC011645)		
Name(s) of the acquirer and Persons Acting in concert (PAC) with the acquirer	Navroze S. Marshall Kamal I. Panju Kayan J. Pandole		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share /voting capital wherever applicable	% w.r.t. total diluted share /voting capital of the TC
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights			
Navroze S. Marshall	15,58,678	13.92%	13.92%
Kamal I. Panju	6,77,155	6.05%	6.05%
Kayan J. Pandole	7,13,655	6.37%	6.37%
Shiamak J. Marshall	17,44,177	15.57%	15.57%
Maki S. Marshall	16,87,435	15.07%	15.07%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0%	0%
c) Voting rights (VR) otherwise than by shares	0	0%	0%
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0%	0%
<b>e) Total (a+b+c+d)</b>	<b>63,81,100</b>	<b>56.98%</b>	<b>56.98%</b>
<b>Details of acquisition / sale</b>			
a) Shares carrying voting rights acquired /sold otherwise			

Navroze S. Marshall	31,11,612	27.78%	27.78%
Kamal I. Panju	1,60,000	1.43%	1.43%
Kayan J. Pandole	1,60,000	1.43%	1.43%
Shiamak J. Marshall	(17,44,177)	-15.57%	-15.57%
Maki S. Marshall	(16,87,435)	-15.07%	-15.07%
b) Voting rights (VR) acquired/sold otherwise than by shares	0	0%	0%
c) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	0%	0%
d) Shares encumbered / invoked / released by the acquirer	0	0%	0%
<b>e) Total (a+b+c+/-d)</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
<b>After the acquisition/sale holding of:</b>			
a) Shares carrying voting rights			
Navroze S. Marshall	46,70,290	41.70%	41.70%
Kamal I. Panju	8,37,155	7.48%	7.48%
Kayan J. Pandole	8,73,655	7.80%	7.80%
Shiamak J. Marshall	0	0%	0%
Maki S. Marshall	0	0%	0%
b) Shares encumbered by acquirer	0	0%	0%
c) Voting Rights (VR) otherwise than by shares	0	0%	0%
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0%	0%
<b>e) Total (a+b+c+d)</b>	<b>63,81,100</b>	<b>56.98%</b>	<b>56.98%</b>
Mode of acquisition (e.g. open market /public issue/rights issue/preferential allotment/ inter-se transfer/ encumbrance e.t.c).	Inter-se transfer between immediate relatives, who are members of the promoter group, pursuant to Regulation 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011. Shares acquired through off-market mode.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares	Not Applicable		

Date of acquisition of/date of receipt of intimation of allotment of shares/ VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive the TC. Whichever is applicable	December <u>27</u> , 2022
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 2,24,00,000/- divided into 1,12,00,000 Equity Shares, having face value of Rs. 2/- each.
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 2,24,00,000/- divided into 1,12,00,000 Equity Shares, having face value of Rs. 2/- each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 2,24,00,000/- divided into 1,12,00,000 Equity Shares, having face value of Rs. 2/- each.

**For and on behalf of all Acquirers and Sellers**



**Navroze S. Marshall**

**Date: December 29, 2022**

**Place: Mumbai**





secretarial sim <secretarial@simmondsmarshall.com>

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**Fwd: FW: Disclosure under Regulation 29(2) of SEBI (SAST) Regulations, 2011 -  
Simmonds Marshall Limited**

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**Navroze Marshall** <nmarshall@simmondsmarshall.com>

Thu, Dec 29, 2022 at 3:37 PM

To: corp.relations@bseindia.com

Cc: Jimmy Zaiwalla <jimmy@simmondsmarshall.com>, secretarial sim <secretarial@simmondsmarshall.com>

Dear Sir/Madam,

Please find enclosed herewith disclosure u/r 29(2) of SEBI (SAST) Regulations, 2011 being submitted by the Promoters of Simmonds Marshall Limited (BSE Scrip Code: 507998).

Kindly take the same on record.

For and on behalf of the Acquirers

N. S. Marshall

--

Navroze Marshall

Simmonds Marshall Ltd

Managing Director

91-22-6633-7432

[nmarshall@simmondsmarshall.com](mailto:nmarshall@simmondsmarshall.com)

[www.simmondsmarshall.com](http://www.simmondsmarshall.com)

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 **SML SEBI INTIMATION 29(2).pdf**  
220K

From,  
**Navroze Shiamak Marshall**  
Address: 71 ELCID, 13, B G Kher Marg,  
Mumbai-400006.

**Kamal Imran Panju**  
Address: 4, Symphony, Napean Sea Road,  
Mumbai-400006.

**Kayan Jamshid Pandole**  
Address: Jairaz House, Behind Sasoon Dock,  
Colaba, Mumbai- 400005.

**Date: Tuesday, December 20, 2022**

To  
The Deputy General Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Ref: Simmonds Marshall Limited Security Code No. 507998**

**Sub: Intimation u/s 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(SEBI SAST Regulations) for Inter se transfer of shares.**


Dear Sir/Madam,

With reference to the above, please find enclosed herewith a disclosure pursuant to the requirement of Regulation 10(5) of SEBI SAST Regulations for inter-se transfer of shares pursuant to Regulation 10(1)(a)(ii) of SEBI SAST Regulations.

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

Thanking you,

**For and on behalf of all acquirers**



**Navroze S. Marshall**

**Encl-As attached**

**Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

1.	Name of the Target Company (TC)	Simmonds Marshall Limited (CIN: L29299PN1960PLC011645)
2.	Name of the acquirer(s)	Navroze S. Marshall Kamal I. Panju Kayan J. Pandole
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Shiamak J. Marshall Maki S. Marshall
	b. Proposed date of acquisition	On or after December 27, 2022
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Shiamak J. Marshall -17,44,177 Maki S. Marshall -16,87,435
	d. Total shares to be acquired as % of share capital of TC	30.64%
	e. Price at which shares are proposed to be acquired	Not applicable. Acquisition of share is by way of gift pursuant to inter-se transfer between immediate relatives who are members of the promoter group.
	f. Rationale, if any, for the proposed transfer	Acquisition of shares is pursuant to inter-se transfer between immediate relatives without any consideration.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not applicable Shares are proposed to be transferred by way of gift, therefore no consideration is involved.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable Shares are proposed to be transferred by way of gift, therefore no consideration is involved.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable Shares are proposed to be transferred by way of gift, therefore no consideration is involved.

9.	Declaration by the acquirer, that the transferor and transferee have complied/will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).	We hereby declare that the Acquirer and Sellers have complied with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. (corresponding provisions of the repealed Takeover Regulation 1997). The requisite disclosures made during previous 2 years prior to the proposed date of acquisition are enclosed herewith. (Enclosed as Annexure 'A')			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemption have been duly complied with.			
11.	Shareholding details	<b>Before the proposed transaction</b>		<b>After the proposed transaction</b>	
		<b>No. of shares /voting rights</b>	<b>% w.r.t total share capital of TC</b>	<b>No. of shares /voting rights</b>	<b>% w.r.t total share capital of TC</b>
	a	Acquirer(s) and PACs (other than sellers)			
		Navroze Shiamak Marshall	15,58,678	13.92	46,70,290
		Kamal Imran Panju	6,77,155	6.05	8,37,155
		Kayan Jamshid Pandole	7,13,655	6.37	8,73,655
		<b>Acquirer(s) and PACs Collectively (A)</b>	<b>29,49,488</b>	<b>26.34</b>	<b>63,81,100</b>
	b	Seller (s)			
		Shiamak Jeejeebhoy Marshall	17,44,177	15.57	0
		Maki Shiamak Marshall	16,87,435	15.07	0
		<b>Seller (s) Collectively (B)</b>	<b>3,431,612</b>	<b>30.64</b>	<b>0</b>
		<b>Total Promoter &amp; Promoter Group</b>	<b>63,81,100</b>	<b>56.98</b>	<b>63,81,100</b>

For and on behalf of all acquirers

  
Navroze S. Marshall

Date: December 20, 2022

Place: Mumbai

# **N. S. MARSHALL**

**Add:** 71, EL-CIT, 13 Ridge Road,  
Near Hanging Garden, Malabar Hill  
Mumbai - 400006

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Date: May 06, 2020

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Ref: Script Code: 507998**

**Sub: Disclosures under Regulation ~~30 (1)~~ and 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 for the Financial Year Ended March 31, 2020.**

Dear Sir / Ma'am,

With reference to the captioned subject, kindly find enclosed herewith the Disclosures in the prescribed format.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,

(\*)Sd/-  
**NAVROZE MARSHALL**  
PROMOTER

\*As permitted, this information is being submitted under Sd/- mode pursuant to Guidelines for submissions in the wake of CoVID-19 virus.

Encl: As above.

cc.: **SIMMONDS MARSHALL LIMITED**  
Mumbai - Pune Road,  
Kasarwadi, Pune - 411 034  
E-mail: [secretarial@simmondsmarshall.com](mailto:secretarial@simmondsmarshall.com)

**Format for Disclosure under Regulation 30(1) and 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)	Simmonds Marshall Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited.		
3. Particulars of the shareholder(s):  a. Name of the person(s) together with the Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  Or  b. Name(s) of the promoter(s), members of the promoter group and PAC with him	As per Annexure 1		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of the TC(*)
As of March 31 <sup>st</sup> of the year, holding of: a) Shares b) <del>Voting Rights (otherwise than by way of shares)</del> c) <del>Warrants</del> d) <del>Convertible Securities</del> e) <del>Any other instrument that would entitle the holder to receive shares in the TC.</del>	6537050	58.37	58.37
<b>Total</b>	<b>6537050</b>	<b>58.37</b>	<b>58.37</b>

(\*) diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note:** In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(\*)Sd/-  
**NAVROZE MARSHALL**  
**PROMOTER**

Place: Mumbai  
Date: May 06, 2020

\*As permitted, this information is being submitted under Sd/- mode pursuant to Guidelines for submissions in the wake of CoVID-19 virus.

## ANNEXURE "1"

<b>Sr. No.</b>	<b>Name of the Promoters Member</b>	<b>Number of Shares</b>	<b>% w.r.t. total share / voting capital</b>	<b>% of total diluted share/voting capital of TC (*)</b>
1	Navroze S Marshall	1518548	13.56	13.56
2	Kamal Imran Panju	677155	6.05	6.05
3	Maki S Marshall	1687435	15.07	15.07
4	Kayan J Pandole	713655	6.37	6.37
5	Shiamak J Marshall	1739457	15.53	15.53
6	Diamtools Private Limited	45000	0.40	0.40
7	JJI Marshall Trading Company LLP	155800	1.39	1.39
	<b>TOTAL</b>	6537050	58.37	58.37

Part -B

Name of the Target Company: **Simmonds Marshall Limited**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter group</b>	<b>PAN of the person and PACs</b>
Navroze S Marshall	Promoter Group	AACPM5508R
Kamal Imran Panju	Promoter Group	AACPP1468M
Maki S Marshall	Promoter Group	AFSPM8210P
Kayan J Pandole	Promoter Group	AAHPM5204F
Shiamak J Marshall	Promoter Group	AACPM5502F
Diamtools Pvt.Ltd.	Promoter Group	AAACD2143A
JJIJ Marshall Trading Company LLP	Promoter Group	AAACJ1198D



# **N. S. MARSHALL**

**Add: 71, EL-CID, 13 Ridge Road,  
Near Hanging Garden, Malabar Hill  
Mumbai - 400 006**

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Date: April 9, 2021

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Ref: Script Code: 507998**

**Sub: Disclosures under Regulation ~~30 (1)~~ and 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 for the Financial Year Ended March 31, 2021.**

Dear Sir / Ma'am,

With reference to the captioned subject, kindly find enclosed herewith the Disclosures in the prescribed format.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,

  
**NAVROZE SHIAMAK MARSHALL  
PROMOTER**

Encl: As above.

cc.: **SIMMONDS MARSHALL LIMITED**  
Mumbai - Pune Road,  
Kasarwadi, Pune - 411 034  
E-mail: [secretarial@simmondsmarshall.com](mailto:secretarial@simmondsmarshall.com)

**Format for Disclosure under Regulation 30(1) and 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)	Simmonds Marshall Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited.		
3. Particulars of the shareholder(s):  a. Name of the person(s) together with the Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  Or  b. Name(s) of the promoter(s), members of the promoter group and PAC with him	As per Annexure 1		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of the TC(*)
As of March 31 <sup>st</sup> of the year, holding of: a) Shares b) <del>Voting Rights (otherwise than by way of shares)</del> c) <del>Warrants</del> d) <del>Convertible Securities</del> e) <del>Any other instrument that would entitle the holder to receive shares in the TC.</del>	65,66,770	58.63	58.63
Total	65,66,770	58.63	58.63

(\*) diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note:** In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

**NAVROZE SHIAMAK MARSHALL  
PROMOTER**

Place: Mumbai  
Date: April 05, 2021

## ANNEXURE "1"

Sr. No.	Name of the Promoters Member	Number of Shares	% w.r.t. total share/voting capital	% of total diluted share/voting capital of TC (*)
1	Navroze S Marshall	1543548	13.78	13.78
2	Kamal Imran Panju	677155	6.05	6.05
3	Maki S Marshall	1687435	15.07	15.07
4	Kayan J Pandole	713655	6.37	6.37
5	Shiamak J Marshall	1744177	15.57	15.57
6	Diamtools Private Limited	45000	0.40	0.40
7	Jiji Marshall Trading Company Private Limited	155800	1.39	1.39
	<b>TOTAL</b>	6566770	58.63	58.63

Part -B

Name of the Target Company: **Simmonds Marshall Limited**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter group</b>	<b>PAN of the person and PACs</b>
Navroze S. Marshall	Promoter	AACPM5508R
Kamal Imran Panju	Promoter	AACPP1468M
Maki S. Marshall	Promoter	AFSPM8210P
Kayan J. Pandole	Promoter	AAHPM5204F
Shiamak J. Marshall	Promoter	AACPM5502F
Diamtools Private Limited	Promoter	AAACD2143A
JJI Marshall Trading Company Private Limited	Promoter	AAACJ1198D





secretarial sim &lt;secretarial@simmondsmarshall.com&gt;

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**Inter-se transfer between Promoters in Simmonds Marshall Ltd. -**

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nmarshall@simmondsmarshall.com &lt;nmarshall@simmondsmarshall.com&gt;

Tue, Dec 20, 2022 at 12:45 PM

To: corp.relations@bseindia.com

Cc: jimmy@simmondsmarshall.com, secretarial@simmondsmarshall.com

Dear Sir,

Please find enclosed herewith disclosure u/r 10(5) of SEBI (SAST) Regulations, 2011 for Inter-se transfer between Promoters of **Simmonds Marshall Limited Security Code No. 507998**

Kindly note that all the disclosures under chapter V of SEBI SAST Regulations from 2 years prior to the transaction are attached herewith as Annexure A.

Regards,

**Navroze S. Marshall**

For and on behalf of all the Acquirers

Simmonds Marshall Ltd

Managing Director

91-22-6633-7432

[nmarshall@simmondsmarshall.com](mailto:nmarshall@simmondsmarshall.com)[www.simmondsmarshall.com](http://www.simmondsmarshall.com)

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**2 attachments** **SEBI LTR NSM.pdf**

206K

 **Annexure A SAST Discloures.pdf**

490K