



# 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  
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  
Website : www.simmondsmarshall.com

Date: September 22, 2022

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

Scrip Code: 507998

Sub: Scrutinizer Report of the 62<sup>nd</sup> Annual General Meeting (AGM) of the  
Company held on September 21, 2022.

Dear Sir(s),

We hereby submit the consolidated Scrutinizer Report for Remote E-voting & voting through Poll during the Meeting of the 62<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, September 21, 2022 at 11.00 a.m. (IST) at Plot No.- PAF-G-38, Chakan Industrial Area, Phase II, Village Sawardari, Opp. Bridgestone Tyres, Tal.- Khed, Pune - 410 501 in accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereof.

Kindly take the above intimation on your record.

Thanking you,

**Yours faithfully,  
For SIMMONDS MARSHALL LIMITED**

NAVROZE SHIAMAK  
MARSHALL

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DN: c=IN, ou=Maharashtra,  
2.5.4.20=navroze@simmondsmarshall.com,  
serial=68523815217842825193244,  
postalCode=410501, street=Chakan,  
givenName=NAVROZE SHIAMAK MARSHALL,  
email=navroze@simmondsmarshall.com,  
o=SIMMONDS MARSHALL LIMITED,  
ou=REGD. OFFICE, cn=NAVROZE SHIAMAK MARSHALL,  
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**N. S. MARSHALL  
MANAGING DIRECTOR  
(DIN: 00085754)**



Encl: as above.

**Combined Report of Scrutinizer for Remote e-voting & Poll Process**

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
**The Chairman,**  
**Simmonds Marshall Limited**  
**Plot No. C-4/1, Phase II,**  
**Chakan MIDC, Bhamboli,**  
**Khed, Pune - 410 501**

**Subject: 62<sup>nd</sup> Annual General Meeting of the Members of Simmonds Marshall Limited held on Wednesday, September 21, 2022 at 11.00 a.m. (IST) at Plot No.- PAP-G-38. Chakan Industrial Area, Phase II, Village Sawardari, Opp. Bridgestone Tyres, Tal.- Khed, Pune - 410 501.**

Dear Sir,

We, GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of **Simmonds Marshall Limited** for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) & MCA General Circular issued from time to time and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 62<sup>nd</sup> AGM of **Simmonds Marshall Limited** at their Meeting held on **Wednesday, September 21, 2022 at Plot No.- PAP-G-38. Chakan Industrial Area, Phase II, Village Sawardari, Opp. Bridgestone Tyres, Tal.- Khed, Pune - 410 501.**

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 62<sup>nd</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 62<sup>nd</sup> AGM is restricted to make a Consolidated Scrutinizer's Report of the Votes Cast in "FAVOUR" or "AGAINST" the Resolutions as stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facility and the Report generated electronically for voting by Poll at the venue of AGM.

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We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through poll at the AGM. For the purpose of remote e-voting, the Company has engaged CDSL for its services;
2. Members attended the Meeting were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
3. The cut-off date for the purpose of identifying Members, who were entitled to vote on the resolutions placed for approval, was Wednesday, September 14, 2022;
4. The period for remote e-voting commenced on September 18, 2022 at 9:00 a.m. (IST) and ended on September 20, 2022 at 5:00 p.m. (IST). The remote e-voting module was disabled by CDSL for voting thereafter;
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of voting through Poll at the venue of the AGM;
6. Further, the votes cast through remote e-voting and locked ballot box were opened by us on September 21, 2022 at 2.12 p.m. (IST) in the presence of two witnesses Mr. Harsh Siroya and Mr. Vatsal Shah, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
7. The votes were also scrutinized for the purpose of eliminating duplicate voting of the votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the CDSL;
9. The data relating to e-voting process and voting through Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/the Company. Duplicate, incomplete and defective Poll papers were rejected by us.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

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**Item No.1:**

**To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended March 31, 2022 together with the Reports of the Directors and Auditors thereon - As an Ordinary Resolution:**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
<b>Promoter</b>	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000
<b>Public Institutions</b>	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Non-Institutions</b>	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011
	Poll		180058	4.0155	180058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No. 2:**

**Appointment of Mr. S. J. Marshall as a Director liable to retire by rotation - As an Ordinary Resolution:**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes Nos. of votes cast
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		YES							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100	
Promoter	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000	
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000	
Public Institutions	E-voting	134000	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Non-Institutions	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011	
	Poll		180058	4.0155	180058	0	100.0000	0.0000	
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>	

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No. 3:**

**Re-appointment of Statutory Auditors, M/s. Lodha and Co., Chartered Accountants for a second term of 5 (Five) consecutive years - Ordinary Resolution**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes Nos. of votes cast
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000
Public Institutions	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011
	Poll		180058	4.0155	180058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No. 4:**

**Approval of Re-appointment of Mr. S. J. Marshall (DIN: 00085682) as Chairman and Executive Director (Whole Time Director) of the Company for a term of 3 years - Special Resolution**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes Nos. of votes cast
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000
Public Institutions	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011
	Poll		180058	4.0155	180058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No.5:**

**Approval of Reappointment of Mr. N. S. Marshall (DIN: 00085754) as Managing Director of the Company for a term of 3 years - Special Resolution**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
<b>Promoter</b>	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000
<b>Public Institutions</b>	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Non-Institutions</b>	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011
	Poll		180058	4.0155	180058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 5 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No. 6:**

**Approval of Reappointment of Mr. I. M. Panju (DIN: 00121748) as Whole Time Director of the Company for a term of 3 years - Special Resolution**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
<b>Promoter</b>	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000
<b>Public Institutions</b>	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Non-Institutions</b>	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011
	Poll		180058	4.0155	180058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 6 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No. 7:**

**Payment of Remuneration to M/s. Joshi Apte and Associates, Cost Accountants (Firm Registration No. 000240), the Cost Auditors of the Company for the Financial Year 2022-23 - Ordinary Resolution**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	20	970437	99.9998	1	2	0.0002	0
Poll	23	5977093	100.0000	0	0	0.0000	0
<b>Total</b>	<b>43</b>	<b>6947530</b>	<b>100.0000</b>	<b>1</b>	<b>2</b>	<b>0.0000</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	6581900	784865	11.9246	784865	0	100.0000	0.0000
	Poll		5797035	88.0754	5797035	0	100.0000	0.0000
Public Institutions	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4484100	185574	4.1385	185572	2	99.9989	0.0011
	Poll		180058	4.0155	180058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>6947532</b>	<b>62.0315</b>	<b>6947530</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 7 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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**Item No. 8:**

**Approval of Related Party Transactions with J. N. MARSHALL and CO. (Engineering Dept.) - Ordinary Resolution**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	16	135572	99.9985	1	2	0.0015	3000
Poll	13	140058	100.0000	0	0	0.0000	0
<b>Total</b>	<b>29</b>	<b>275630</b>	<b>99.9993</b>	<b>1</b>	<b>2</b>	<b>0.0007</b>	<b>3000</b>

\* Mrs. Kayan Pandole is interested in the above resolution. Since, she has voted on the resolution, her votes have been considered as invalid.

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	6581900	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	134000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4484100	135574	3.0234	135572	2	99.9985	0.0015
	Poll		140058	3.1234	140058	0	100.0000	0.0000
<b>T O T A L</b>		<b>11200000</b>	<b>275632</b>	<b>2.4610</b>	<b>275630</b>	<b>2</b>	<b>99.9993</b>	<b>0.0007</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 8 of the Notice of the AGM dated May 30, 2022 has been passed with REQUISITE MAJORITY.

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Date: 2022.09.22 19:09:16 +05'30'

: 11 :

All the resolutions voted through remote e-voting and poll at the AGM were passed with **REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" each resolution and all other relevant records will be handed over to the Company for safe keeping.

**For GMJ & ASSOCIATES  
Company Secretaries**

MAHESH  
KUMAR  
SONI

Digitally signed by  
MAHESH KUMAR  
SONI  
Date: 2022.09.22  
19:09:33 +05'30'

**[CS MAHESH SONI]  
PARTNER  
FCS: 3706; COP: 2324**

**UDIN: F003706D001022812**

**PLACE: MUMBAI  
DATE: SEPTEMBER 22, 2022.**

**Countersigned by:  
For SIMMONDS MARSHALL LIMITED**

NAVROZE  
SHIAMAK  
MARSHALL

Digitally signed by NAVROZE SHIAMAK MARSHALL  
DN: cn=NAVROZE SHIAMAK MARSHALL, o=SIMMONDS MARSHALL LIMITED, ou=SIMMONDS MARSHALL LIMITED, email=NAVROZE.SHIAMAK.MARSHALL@simmondsmarshall.com, c=IN

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

