



# 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 29, 2023**

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

**Scrip Code: 507998**

**Sub: Scrutinizer Report of the 63<sup>rd</sup> Annual General Meeting (AGM) of the Company held on September 28, 2023.**

Dear Sir(s),

We hereby submit the consolidated Scrutinizer Report for Remote E-voting & E-voting during the Meeting of the 63<sup>rd</sup> Annual General Meeting of the Company held on Thursday, September 28, 2023 at 11:00 a.m. (IST) through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), 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**

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

Encl: as above.



**Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM**  
[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 410501.

**Subject: 63<sup>rd</sup> Annual General Meeting of the Members of Simmonds Marshall Limited held on Thursday, September 28, 2023 at 11:00 a.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).**

Dear Sir,

We, M/s. 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 and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular issued from time to time in a fair and transparent manner in respect of the Resolutions passed at the AGM of Simmonds Marshall Limited at their Meeting held on Thursday, September 28, 2023 at 11:00 a.m. (IST) by Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

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 remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer is restricted to make a 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 and e-voting system at the AGM provided by CDSL, the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.

We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;

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2. Members attended the Meeting through VC/OAVM facility provided in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI from time to time and 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 Thursday, September 21, 2023;
4. The period for remote e-voting commenced on Monday, September 25, 2023 at 9:00 a.m. (IST) and ended on Wednesday, September 27, 2023 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 e-voting system during the AGM;
6. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on Thursday, September 28, 2023 at 12.20 p.m. in the presence of two witnesses Ms. Sonia Chettiar 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 website of CDSL - <https://www.evotingindia.com>;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.

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 consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2023, together with the Reports of 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	Nos. of votes cast
Remote e-voting	32	6954808	100.0000	0	0	0.0000	0
Voting at AGM	1	49800	100.0000	0	0	0.0000	0
<b>Total</b>	<b>33</b>	<b>7004608</b>	<b>100.0000</b>	<b>0</b>	<b>0</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	6621900	6621900	100.0000	6621900	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4578100	382708	8.3595	382708	0	100.0000	0.0000
<b>Total</b>		<b>11200000</b>	<b>7004608</b>	<b>62.5411</b>	<b>7004608</b>	<b>0</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 August 2, 2023 has been passed with requisite majority.

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**Item No. 2:**

To appoint a Director in place of Mr. I. M. Panju (DIN: 00121748) who retires by rotation and, being eligible, offers himself for re-appointment- 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	Nos. of votes cast
Remote e-voting	32	6954808	100.0000	0	0	0.0000	0
Voting at AGM	1	49800	100.0000	0	0	0.0000	0
<b>Total</b>	<b>33</b>	<b>7004608</b>	<b>100.0000</b>	<b>0</b>	<b>0</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	6621900	6621900	100.0000	6621900	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4578100	382708	8.3595	382708	0	100.0000	0.0000
<b>Total</b>		<b>11200000</b>	<b>7004608</b>	<b>62.5411</b>	<b>7004608</b>	<b>0</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 August 2, 2023 has been passed with requisite majority.

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Item No. 3:

To Approve Appointment of Mr. Jamshid N. Pandole (DIN - 01800069) as a Non-Executive Director of the Company- 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	Nos. of votes cast
Remote e-voting	32	6954808	100.0000	0	0	0.0000	0
Voting at AGM	1	49800	100.0000	0	0	0.0000	0
<b>Total</b>	<b>33</b>	<b>7004608</b>	<b>100.0000</b>	<b>0</b>	<b>0</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	6621900	6621900	100.0000	6621900	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4578100	382708	8.3595	382708	0	100.0000	0.0000
<b>Total</b>		<b>11200000</b>	<b>7004608</b>	<b>62.5411</b>	<b>7004608</b>	<b>0</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 August 2, 2023 has been passed with requisite majority.

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**Item No. 4:**

**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 2023-24- 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	Nos. of votes cast
Remote e-voting	32	6954808	100.0000	0	0	0.0000	0
Voting at AGM	1	49800	100.0000	0	0	0.0000	0
<b>Total</b>	<b>33</b>	<b>7004608</b>	<b>100.0000</b>	<b>0</b>	<b>0</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	6621900	6621900	100.0000	6621900	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	4578100	382708	8.3595	382708	0	100.0000	0.0000
<b>Total</b>		<b>11200000</b>	<b>7004608</b>	<b>62.5411</b>	<b>7004608</b>	<b>0</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. 4 of the Notice of the AGM dated August 2, 2023 has been passed with requisite majority.

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**Item No. 5:**

**To Approve Appointment of Mr. Mukkaram Khoozema Faizullahoy (DIN: 00013754), as an Independent Director - As a 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	32	6954808	100.0000	0	0	0.0000	0
Voting at AGM	1	49800	100.0000	0	0	0.0000	0
<b>Total</b>	<b>33</b>	<b>7004608</b>	<b>100.0000</b>	<b>0</b>	<b>0</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	6621900	6621900	100.0000	6621900	0	100.0000	0.0000
<b>Public Institutions</b>	E-voting	0	0	0.0000	0	0	0.0000	0.0000
<b>Public Non-Institutions</b>	E-voting	4578100	382708	8.3595	382708	0	100.0000	0.0000
<b>Total</b>		<b>11200000</b>	<b>7004608</b>	<b>62.5411</b>	<b>7004608</b>	<b>0</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 August 2, 2023 has been passed with requisite majority.

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All the resolutions voted through remote e-voting and e-voting 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**

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**PARTNER**  
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**PLACE: MUMBAI**  
**DATE: SEPTEMBER 29, 2023**

**Countersigned by:**  
**For SIMMONDS MARSHALL LIMITED**

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

