

Regd. Office & Factory : Mumbai-Pune Road, Kasarwadi, Pune 411 034. Tel. : (91-020) 3078-2160 / 3078-2170 Fax : (91-020) 3078-2195 E-Mail : smlpune@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

Date: October 1, 2020

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

Scrip Code: 507998

## Sub: Scrutinizer Report of the 60<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 30, 2020.

Dear Sir(s),

We hereby submit the consolidated Scrutinizer Report for Remote E-voting & E-voting during AGM of 60<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 30, 2020 at 11:00 a.m. (IST) through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereof.

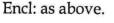
Kindly take the above intimation on your record.

Yours faithfully, For SIMMONDS MARSHALL LIMITED

M\_\_\_\_\_

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











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

### Subject: 60<sup>th</sup> Annual General Meeting of the Members of Simmonds Marshall Limited held on Wednesday, September 30, 2020 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 no. 20/2020 of May 5, 2020 and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in a fair and transparent manner in respect of the Resolutions passed at the AGM of Simmonds Marshall Limited at their Meeting held on Wednesday, September 30, 2020 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 Central Depository Services (India) Limited (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:

- 2. Members attended the Meeting through VC/OAVM facility provided in accordance with the General Circular no. 20/2020 of May 5, 2020 and other circulars issued by the Ministry of Corporate Affairs ("MCA") 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 September 23, 2020;
- 4. The period for remote e-voting commenced on September 27, 2020 at 9:00 a.m. (IST) and ended on September 29, 2020 at 5:00 p.m. (IST). The remote e-voting module was disabled by CSDL 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 September 30, 2020 at 11:30 a.m. in the presence of two witnesses Ms. Sonia Chettiar and Mr. Rahul Tiwari, 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;
- 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.

### Item No.1: To approve 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.

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#### :3:

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 Report thereon -AS AN ORDINARY RESOLUTION:

A.											
	Votes in Fa			Votes against				Invalid Votes			
Nos. of Members who voted	Nos. of votes cast	% of total of votes ca		who	Members who voted		Nos. of votes cast		of total os. of otes cast	Nos. of cast	votes
35	4505788		99.99		3		514		0.01		-
<u>B.</u>											
Whether Prop are inte agenda/resol	erested	noter Group in the					I	NO			
Category	Mode of Voting	No of Shares held (1)	No. votes polled (2)	of	% Votes polled outstan ng shar (3) = [( (1)] *10	di es ( <b>2)/</b>	No. Votes favour (4)	of in	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		423	3375	64	.57	42333	375	0	100.00	-
	Poll			-		-		-	-	-	-
	Postal Ballot (if applicable)	6556490		-		-		-	-	-	-
Public	E-voting			-		-		-	-	-	-
Institutions	Poll			-		-		-	-	-	-
	Postal Ballot (if applicable)	112555		-		-		-	-	-	-
Public	E-voting		27	2927	6	.02	2724	13	514	99.81	0.19
Non- Institutions	Poll	4530955		-		-		-	-	-	-
	Postal Ballot (if applicable)			-		-		-	-	-	
TOTAL	/	11200000	450	6302	40	.23	45057	788	514	99.99	0.01
		l			l		1		l	Contd	4

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### :4:

### Item No.2: Appointment of Mr. S. J. Marshall as a Director liable to retire by rotation – AS AN ORDINARY RESOLUTION:

Α.

	Votes in Fa	vour	V	t	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
25	228755	99.99	2	14	0.01	-

B.

В.											
Whether Pro	moter / Pror	noter Group	Yes								
are int	erested	in the	Mr. S. J Marshall, Mr. N. S. Marshall, Mrs. Maki Marshall, Mrs.								
agenda/resol	lution?		Kayan Pandole, Mr. Jamshed Pandole, Mrs. Kamal Panju, Jiji								
			Marshall Trading Private Limited, Diamtools Private Limited								
			being inte	rested in the	resolution a	bstained :	from voting	g.			
Category	Mode of	No of	No. of	% of	No. of	No. of	% of	% of votes			
	Voting	Shares	votes	Votes	Votes in	Votes	votes in	against on			
		held	polled	polled on	favour	against	favour	votes			
		(1)	(2)	outstandi	(4)	(5)	on	polled (7)			
				ng shares			votes	=			
				(3) = [(2)/			polled	[(5)/(2)]			
				(1)] *100			(6) =	*100			
							[(4)/ (2)]				
							*100				
Promoter	E-voting		-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Postal	6556490	-	-	-	-	-	-			
	Ballot (if										
	applicable)										
Public	E-voting		-	-	-	-	-	-			
Institutions	Poll		-	-	-	-	-	-			
	Postal	112555	-	-	-	-	-	-			
	Ballot (if										
	applicable)										
Public	E-voting		228769	5.05	228755	14	99.99	0.01			
Non-	Poll										
Institutions	1 011	4530955	-	-	-	-	-	-			
	Postal		-	-	-	-	-	-			
	Ballot (if										
	applicable)										
TOTAL		11200000	228769	2.04	228755	14	99.99	0.01			

Contd...5...





### :5:

# Item No.3: Approval of Reappointment of Mr. S. J. Marshall as Chairman & Executive Director (Whole Time Director) of the Company: AS A SPECIAL RESOLUTION A.

A.	Votes in Fa	vour			V	otes a	agains	t		Inva	lid Votes	
Nos. of	Nos. of	% of tota	l nos.	No	os. of		s. of	% of to	tal	1 Nos. of votes		
Members	votes	of votes	cast	Me	mbers	vo	tes	nos. c	of	cast		
who	cast			v	who		st	votes c	ast			
voted				v	oted							
25	228755		99.99	2 14 0.01						-		
В.												
	moter / Prom	-	Yes									
		in the									arshall, Mrs.	
agenda/resol	agenda/resolution?										l Panju, Jiji	
		Marshall Trading Private Limited, Diamtools Private Limited being interested in the resolution abstained from voting.										
Category	Mode of	No of			% O			No. of		of	% of votes	
	Voting	Shares held	votes polled		/otes		otes in vour	Votes		otes in vour	against on votes	
		( <b>1</b> )	(2)		oolled or outstandi			against (5)	or		polled (7)	
		(1)	(2)		ng shares	• • •		(3)	-	otes	=	
					3) = [(2)]				-	olled	[(5)/(2)]	
					1)] *100	′			(6)	) =	*100	
				Ì	/1					, 4)/ (2)]		
										00		
Promoter	E-voting			-		-	-	-		-	-	
	Poll	(FE(400		-		-	-	-		-	-	
	Postal	6556490		-		-	-	-		-	-	
	Ballot (if											
	applicable)											
Public	E-voting			-		-	-	-		-	-	
Institutions	Poll	110555		-		-	-	-		-	-	
	Postal	112555		-		-	-	-		-	-	
	Ballot (if											
	applicable)											
Public	E-voting		2287	69	5.05	5 2	228755	14		99.99	0.01	
Non- Institutions	Poll			-		-	-	-		-	-	
	Postal	4530955		-		-	-	-		-	-	
	Ballot (if											
	applicable)											
TOTAL	/	11200000	2287	69	2.04	1 2	228755	14		99.99	0.01	
								1		0 11		

Contd...6...





### :6:

### Item No. 4: Approval of Re-appointment of Mr. N.S. Marshall as Managing Director of the Company – AS A SPECIAL RESOLUTION:

<u>A.</u>	•										
	Votes in Fa	1			otes agains			lid Votes			
Nos. of Members who	Nos. of votes cast	% of tota of votes		Nos. of Members who	Nos. of votes cast	% of tot nos. of votes ca		of votes cast			
voted				voted							
26	232913		99.99	2	14	0.0	01	-			
В.											
Whether Promoter / Promoter Group are interested in the agenda/resolution?			Kayan Limiteo	Yes Mr. S. J Marshall, Mr. N. S. Marshall, Mrs. Maki Marshall, Mrs Kayan Pandole, Mrs. Kamal Panju, Jiji Marshall Trading Privat Limited, Diamtools Private Limited being interested in th resolution abstained from voting.							
Category	Mode of Voting	No of Shares held (1)			of No. of Votes in n favour i <b>(4)</b>	No. of	% of votes in favour on votes polled (6) = [(4)/ (2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100			
Promoter	E-voting			-		-	-	_			
	Poll			-		-	_	-			
	Postal Ballot (if applicable)	6556490		-			-	-			
Public	E-voting			-		-	-	-			
Institutions	Poll	440555		-		-	-	-			
	Postal Ballot (if applicable)	112555		-		-	-	-			
Public	E-voting		23292	27 5.1	4 232913	14	99.99	0.01			
Non- Institutions	Poll	4530955		-		-	-	-			
	Postal Ballot (if applicable)			-		-	-	-			
TOTAL		11200000	23292	27 2.0	8 232913	14	99.99	0.01			
							Contd	7			

Contd...7...





**A**.

### :7:

### Item No. 5: Approval of Re-appointment of Mr. I.M. Panju as Whole Time Director of the Company - AS A SPECIAL RESOLUTION:

	Votes in Fa	avour			V	ote	s agains	t	Invali	d Votes	
Nos. of	Nos. of	% of total r			os. of		os. of	% of total	Nos. o	f votes	
Members	votes	of votes ca	ast			V	votes	nos. of	Cá	ast	
who	cast		who			cast		votes cast			
voted			voted								
25	228755	9	99.99		2 14 0.01						
В.											
		moter Group						Yes			
are interested	are interested in the agenda/resolution?			Mrs. Kamal Panju, being interested in the resolution abstair from voting.							
Category	Mode of	No of	No.	of	%	of		of No. of	% of	% of votes	
	Voting	Shares held	vote		Votes		Votes i		votes in	against on	
		(1)	polle	ed	polled		favour	against	favour	votes	
			(2)		outstan		(4)	(5)	on	polled (7)	
					ng shar				votes		
					(3) = [ (1)] *10				polled (6) =	[(5)/(2)] *100	
					(1)] 10	U			[(4)/ (2)]	100	
									*100		
Promoter	E-voting			-		-			-	-	
	Poll			-		-			-	-	
	Postal	6556490		-		-			-	-	
	Ballot (if										
	applicable)										
Public	E-voting			-		-			-	-	
Institutions	Poll	110555		-		-			-	-	
	Postal	112555		-		-			-	-	
	Ballot (if										
	applicable)										
Public	E-voting		22	8769	5	5.05	22875	55 14	99.99	0.01	
Non- Institutions	Poll	4520055		-		-			-	-	
msmunons	De stal	4530955									
	Postal Ballot (if			-		-			-	-	
	applicable)										
TOTAL		11200000	22	8769	5	5.05	22875	5 14	99.99	0.01	

Contd...8...





### :8:

### Item No. 6: Approval of Re-appointment of Ms. Amrita Chowdhury (DIN: 02178520) as an Independent Director - AS A SPECIAL RESOLUTION

A.	

	Votes in Fa	vour	V	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
36	4506288	99.99	2	14	0.01	-

B.

D. Whether Promoter / Promoter No										
Group are	,	in the			10	~				
agenda/resol										
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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		4233375	64.57	4233375	-	100	-		
	Poll		-	-	-	-	-	-		
	Postal Ballot (if applicable)	6556490	-	-	-	-	-	-		
Public	E-voting		-	-	-	-	-	-		
Institutions	Poll		-	-	-	-	-	-		
	Postal Ballot (if applicable)	112555	-	-	-	-	-	-		
Public	E-voting		272927	6.02	272913	14	99.99	0.01		
Non- Institutions	Poll	4530955	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
TOTAL		11200000	4506302	40.23	4506288	14	99.99	0.01		
							Cont	9 h		

Contd...9...





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Item No. 7: Approval of Appointment of Mr. Ameet Parikh (DIN: 00007036) as an Independent Director - AS AN ORDINARY RESOLUTION:

<u>A.</u>												
	Votes in Fa				V	<sup>7</sup> ote	s agains			d Votes		
Nos. of	Nos. of	% of tota					los. of	% of tota	l Nos. o	of votes		
Members	votes	of votes	cast Me		mbers v		votes	nos. of	c	ast		
who	cast		1		vho		cast	votes cast	t			
voted				v	oted							
36	4506288		99.99		2		14	0.01	L	-		
<b>B.</b>												
are inte agenda/resol	agenda/resolution?				NO							
Category	Mode of		No.	of	%	of		of No. of	% of	% of votes		
	Voting	Shares	votes		Votes		Votes i		votes in	against on		
		held	polled		polled		favour	against	favour	votes		
		(1)	(2)		outstan		(4)	(5)	on	polled (7)		
					ng shar				votes	=		
					(3) = [( (1)] *10				polled (6) = [(4)/ (2)] *100	[(5)/(2)] *100		
Promoter	E-voting		4233	3375	64	.57	423337	5 -	100	-		
	Poll			-		-			-	-		
	Postal	6556490		-		-			-	-		
	Ballot (if applicable)											
Public	E-voting			-		-			-	-		
Institutions	Poll	440555		-		-			-	-		
	Postal	112555		-		-			-	-		
	Ballot (if											
	applicable)											
Public	E-voting		272	2927	6	.02	27291	3 14	99.99	0.01		
Non- Institutions	Poll	4530955		-		-			-	-		
	Postal Ballot (if applicable)			-		-			-	-		
TOTAL		11200000	450	6302	40	.23	450628	8 14	99.99	0.01		

Contd...10...





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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- AS AN ORDINARY RESOLUTION: A.

	Votes in Fa	avour		V	otes again	st	Inv	Invalid Votes	
Nos. of	Nos. of	% of tot	al nos.	Nos. of	Nos. of	% of to	tal No	s. of votes	
Members	votes	of vote	s cast	Members	votes	nos. o	f	cast	
who	cast			who	cast	cast votes cast			
voted				voted					
35	4505788		99.99	3	514	0	.01	-	
В.			r						
	romoter /	Promoter			No	)			
Group are agenda/resol	interested ution?	in the							
Category	Mode of	No of		of % of		No. of	% of	% of votes	
	Voting	Shares	votes	Votes	Votes in	Votes	votes in	against on	
		held	polled	polled on		against	favour	votes	
		(1)	(2)	outstandi ng shares	(4)	(5)	on votes	polled (7) =	
				(3) = [(2)/			polled	_ [(5)/(2)]	
				(1)] *100			(6) =	*100	
							[(4)/ (2)]		
							*100		
Promoter	E-voting		423337	5 64.57	4233375	-	100	-	
	Poll	( <b>FF</b> ( 100			-	-	-	-	
	Postal	6556490			-	-	-	-	
	Ballot (if								
	applicable)								
Public	E-voting				-	-	-	-	
Institutions	Poll	112555			-	-	-	-	
	Postal	112555			-	-	-	-	
	Ballot (if								
<b>D</b> 111	applicable)			-	0.000				
Public Non-	E-voting		27292	6.02	272413	514	99.81	0.19	
Non- Institutions	Poll	4530955			-	-	-	-	
	Postal				-	-	-	-	
	Ballot (if								
TOTIS	applicable)	44800000	480.000				00.05		
TOTAL		11200000	450630	2 40.23	4505788	514	99.99	0.01	

Contd...11...





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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 sealed and handed over to the Company for safe keeping.

For GMJ & ASSOCIATES Company Secretaries

[CS MAHESH SONI] PARTNER FCS: 3706; COP: 2324 UDIN: F003706B000842016

PLACE: MUMBAI DATE: OCTOBER 1, 2020.

