



# SIMMONDS MARSHALL LIMITED

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E-Mail : [smpune@simmondsmarshall.com](mailto: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](mailto:sales@simmondsmarshall.com)  
Website : [www.simmondsmarshall.com](http://www.simmondsmarshall.com)

**Date: June 30, 2021**

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

**Security Code No. 507998**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021:**

**Ref: Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019:**

Dear Sir/ Ma' am,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2021, issued by M/s. GMJ & Associates, Practicing Company Secretaries.

Kindly take the same in your record and acknowledge.

Thanking you,

Yours faithfully,

**For SIMMONDS MARSHALL LIMITED**

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



Encl: As above



IATF No. 0096543  
ISO/TS 16949-2009



ISO 14001:2004  
Reg. No. 8302-E

**SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

*(Pursuant to SEBI circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
**SIMMONDS MARSHALL LIMITED**  
Mumbai-Pune Road,  
Kasarwadi,  
Pune - 411034

**CIN: L29299PN1960PLC011645**  
**Authorized Share Capital: Rs.10,00,00,000/-**

We, GMJ & Associates, Company Secretaries have conducted the Secretarial Compliance Audit of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended March 31, 2021 of **Simmonds Marshall Limited** ("the listed entity"). The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

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- i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- iii. The following Regulations prescribed under The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the circulars/ guidelines issued thereunder, have been examined: -
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period);
  - (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period) ;
  - (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period) ;
  - (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period) ;
  - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period).

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given by the Company, we report that:-

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 33(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015	The Company has delayed the submission of quarterly Un-audited financial results to the stock exchange.	<p>The Company was unable to submit Un-Audited Financial Results (i.e. Standalone &amp; Consolidated) for the quarter ended December 31, 2020 along with the limited review report to the stock exchange within forty-five days from the end of the December quarter, due to various pressing difficult situations on account of COVID-19 pandemic, shifting &amp; consolidation of three factories at new single location in Chakan and upgradation of ERP software.</p> <p>The Company has approved Un-audited financial results for the quarter ended December 31, 2020 at its Board Meeting held on March 5, 2021 &amp; submitted to BSE.</p>

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1	BSE Limited	Regulation 33 of the SEBI (LODR), Regulations, 2015 Non-submission of the financial results within the period prescribed under this regulation	Levied Fine of Rs. 90,000/- as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.	The Company has paid a fine of Rs. 90,000 /- on April 1, 2021.

- (d) The Company was required to take any action with regard to compliance with the observations made in previous reports.

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Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Promoters Mr. S. J. Marshall and Mrs. M. S. Marshall inadvertently transferred 3082832, 160000, and 160000 shares to Mr. N. S. Marshall, Mrs. Kayan Pandole and Mrs. Kamal Panju respectively as a gift in the month of July 2019.	For the financial year 2019-20.	The transactions were in the nature of gift and were squared-off and rectified before the end of the quarter and status quo was maintained.	The transactions were in the nature of gift and were squared-off and rectified before the end of the quarter and status quo was maintained.
2.	As mentioned above, with respect to inadvertent inter se transfer of shares between the immediate relatives, the transfer was done in the month of July 2019, when the Trading window was closed.	For the financial year 2019-20.	The transactions were in the nature of gift and were squared-off and rectified before the end of the quarter and status quo was maintained.	The transactions were in the nature of gift and were squared-off and rectified before the end of the quarter and status quo was maintained.

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Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
3.	The Company has maintained the requisite information in Microsoft Excel during the financial year.	For the financial year 2019-20.	The Company has purchased the requisite software during the Financial Year 2020-21.	The Company has purchased the requisite software during the Financial Year 2020-21.
4.	Mr. N. S. Marshall, Managing Director was appointed as an Independent Director in another Listed Entity where Mr. S. C. Saran, Independent Director of the Company is a Non-Independent Director.	For the financial year 2019-20.	Mr. S. C. Saran, has resigned from the Company after March 31, 2020.	Mr. S. C. Saran, has resigned from the Company after March 31, 2020.

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**Note:** Due to the prevailing restrictions in Mumbai, Maharashtra due to COVID -19 pandemic, physical examination of documents under SEBI Act and Regulations was not possible; we have therefore relied upon the documents provided by the Company through Virtual Private Network (VPN) for Audit purpose.

For GMJ & ASSOCIATES  
Company Secretaries



[MAHESH SONI]  
PARTNER  
FCS: 3706 COP: 2324  
UDIN : F003706C000551803

PLACE: MUMBAI  
DATE: JUNE 30, 2021.

