



# SIMMONDS MARSHALL LIMITED

**Regd. Office & Factory :**

Mumbai-Pune Road, Kasarwadi, Pune 411 034.  
Tel. : (91-020) 3078-2160 / 3078-2170  
Fax : (91-020) 3078-2195  
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)

*Proceedings of the 55<sup>th</sup> Annual General Meeting (AGM) Of the Members of the Simmonds Marshall Limited held on Wednesday, September 23, 2015 at 12.00 Noon*

As per the Notice dated 29<sup>th</sup> May 2015, the 55<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 23<sup>rd</sup> September, 2015 at 12.00 noon at Kwaliry Restaurant, Mumbai-Pune Road, Near Titan Showroom, Chinchwad, Pune - 411 019 .

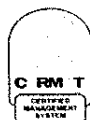
Mr. N. S. Marshall, Managing Director of the Company presided over the proceedings and welcomed the Members to the 55<sup>th</sup> AGM of the Company:

A total of 31 Members attended the AGM including NIL Members being present through proxy, as per the Members attendance register. The representatives of the Secretarial Auditors were also present at the AGM.

The Managing Director introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was taken as read.

The Managing Director then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2015 and its future outlook. Further, he announced that the Board of Directors at their Board Meeting held on 29<sup>th</sup> May 2015, had subject to the approval of the Members of the Company, recommended to declare a dividend of Rs.0.50 i.e. 25% per equity share.

The Managing Director informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 55<sup>th</sup> AGM. The remote e-voting period had commenced on 18<sup>th</sup> September, 2015 at 9.00 a.m. and ended on 22<sup>nd</sup> September, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.



IATF No. 0096543  
ISO/TS 16949-2009



ISO 14001:2004  
Reg. No. 8302-E



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The Managing Director further informed that the Board of Directors had appointed Mr. Mahesh Soni (FCS No. 3706), Partner of M/S. GMJ & Associates, Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 55<sup>th</sup> AGM.

The Managing Director then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31<sup>st</sup> March 2015 along with Auditors and Directors Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Managing Director responded to all the queries to the satisfaction of the Members.

The Managing Director proposed item no 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the Report of the Directors and Statutory Auditors thereon, was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 2, to be passed as an ordinary resolution, relating to confirmation of the payment of Dividend at the rate of 25% i.e.Rs.0.50 per share on the equity shares, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 3, to be passed as an ordinary resolution, relating to appointment of a Director in place of Mr. Imran Mohomedali Panju (DIN: 00121748) who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 4, to be passed as an ordinary resolution, relating to ratification for appointment of Statutory Auditors of the Company, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 5, to be passed as an ordinary resolution, relating to re-appointment of Mrs. Amrita Chowdhury, (DIN: 02178520) as the Director of the Company, and the same was proposed and seconded by the Members.



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Then, the Managing Director proposed item no. 6, to be passed as an ordinary resolution, relating to re-appointment of M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) as the Cost Auditor of the Company, and the same was proposed and seconded by the Members.

Then, the Managing Director proposed item no. 7, to be passed as an Special resolution, relating to adoption of New set of Articles of association as per provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions if any, and the same was proposed and seconded by the Members.

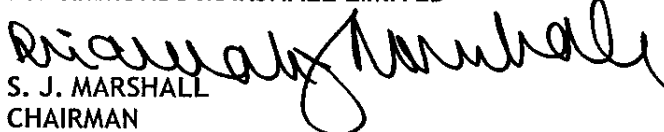
The Managing Director then ordered for the poll on all the agenda items as stated in Notice of 55<sup>th</sup> AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it i n the Ballot Box as kept in the Auditorium.

He, then, requested Mr. Mahesh Soni, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Managing Director announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced on 25<sup>th</sup> September, 2015 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and would be available at the Registered Office of the Company.

The Managing Director thanked all the Members for their presence and support and after the casting of the votes by all the Members present at the 55<sup>th</sup> AGM stood closed.

For SIMMONDS MARSHALL LIMITED

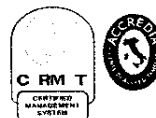
  
S. J. MARSHALL  
CHAIRMAN

Date: 24<sup>th</sup> September, 2015

Place: Mumbai



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