



# 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 : [smlpune@simmondsmarshall.com](mailto: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](mailto:sales@simmondsmarshall.com)

Website : [www.simmondsmarshall.com](http://www.simmondsmarshall.com)

22<sup>nd</sup> September, 2016

**Bombay Stock Exchange Ltd.,**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai- 400 001

Scrip Code: 532504

Dear Sirs,

**Sub: 56<sup>th</sup> Annual General Meeting**

We submit herewith the following with respect to 56<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September, 2016 at the registered office situated at Ador Welding Academy Pvt Ltd, A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018:

1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizers Report (Combined – on remote E-voting and poll taken at the Annual General Meeting) dated 22<sup>nd</sup> September, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. All the resolutions for approval at the 56<sup>th</sup> Annual General Meeting as set out in the Notice dated 23<sup>rd</sup> May, 2016 have been passed by the Members with requisite majority.
3. Annual Report for the Financial Year 2015-16 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approved and adopted at the aforesaid Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For SIMMONDS MARSHALL LIMITED

**(Mr. Nirmal Gupta)**

**Company Secretary**

Encl: as above.



IATF No. 0096543  
ISO/TS 16949:2009



ISO 14001:2004  
Reg. No. 8302-E

<b>General information about company</b>	
Scrip code	507998
Name of the company	SIMMONDS MARSHALL LIMITED
Type of meeting	AGM
Date of the meeting	20-09-2016
Start time of the meeting	12:00 pm
End time of the meeting	1:00 pm

<b>Voting results</b>	
Record date	14-09-2016
Total number of shareholders on record date	4570
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	7
b) Public	16
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements (including the Consolidated and Standalone Financial Statements) of the Company for the Financial Year ended March 31, 2016, and the Reports of the Board of Directors ("the Board") and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	6305558	0	0	0	0	0	0
	Poll		6204648	98.3997	6204648	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6305558	6204648	98.3997	6204648	0	100
Public- Institutions	E-Voting	219473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219473	0	0	0	0	0
Public- Non Institutions	E-Voting	4674969	48750	0.7731	48750	0	100	0
	Poll		14825	0.2351	14825	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4674969	63575	1.3599	63575	0	100
Total		11200000	6268223	55.9663	6268223	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(1)</b>		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. S.J. Marshall (DIN: 00085682), Director who retires by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	6305558	1427810	22.6437	1427810	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	1427810	22.6437	1427810	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	219473	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
Public- Non Institutions	E-Voting		48750	0.7731	48750	0	100	0
	Poll	4674969	14825	0.2351	14825	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
Total		11200000	1491385	13.3159	1491385	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Resolution(2)</b>		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

**Text Block**

Textual Information(1)

\*Mr. Shiamak J Marshall, M/s. Jiji Marshall Trading Co Pvt Ltd, M/s. Diamtools Pvt Ltd, Mr. Maki S Marshall and Mr. Navroze S Marshall being interested in the said resolution are abstained from Voting.



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. SHR & Co., Chartered Accountants as the Statutory Auditors and fixing their remunerationb				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	6305558	6204648	98.3997	6204648	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	6204648	98.3997	6204648	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	219473	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
Public- Non Institutions	E-Voting		48750	0.7731	48750	0	100	0
	Poll	4674969	14825	0.2351	14825	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
Total		11200000	6268223	55.9663	6268223	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(3)</b>		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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 2016-17					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6305558	0	0	0	0	0	0
	Poll		6204648	98.3997	6204648	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6305558	6204648	98.3997	6204648	0	100
Public- Institutions	E-Voting	219473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219473	0	0	0	0	0
Public- Non Institutions	E-Voting	4674969	48750	0.7731	48750	0	100	0
	Poll		14825	0.2351	14825	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4674969	63575	1.3599	63575	0	100
Total		11200000	6268223	55.9663	6268223	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(4)</b>		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. A. V. Chowdhury as an Independent Director for a term of 5 years with effect from April 01, 2016				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	6305558	6204648	98.3997	6204648	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	6204648	98.3997	6204648	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	219473	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
Public- Non Institutions	E-Voting		48750	0.7731	48750	0	100	0
	Poll	4674969	14825	0.2351	14825	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
Total		11200000	6268223	55.9663	6268223	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Resolution(5)</b>		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

**FORM No. MGT-13**

**Combined Report of Scrutinizer for e-voting & voting through ballot process**

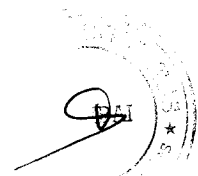
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
**SIMMONDS MARSHALL LIMITED.**  
Mumbai-Pune Road,  
Kasarwadi, Pune,  
Maharashtra-411034

**Subject: 56<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Simmonds Marshall Limited held on 20<sup>th</sup> September, 2016 at 12 P.M. at Ador Welding Academy Pvt Ltd, A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018**

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors 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 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof 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 56<sup>th</sup> AGM of Equity Shareholders of M/s. **Simmonds Marshall Limited** at their Meeting held on **20<sup>th</sup> September, 2016** at Ador Welding Academy Pvt Ltd, A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018:



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 (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 56<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 56<sup>th</sup> AGM 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 system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairman, Ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

**ITEM NO. 1: ORDINARY RESOLUTION:**

Adoption of the Audited Financial Statements (including the Consolidated and Standalone Financial Statements) of the Company for the Financial Year ended March 31, 2016, and the Reports of the Board of Directors ("the Board") and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	48750	48750	8	100	-	-	-	-
Poll/Ballot voting	6219473	6219473	17	100	-	-	-	-
<b>Total</b>	<b>6268223</b>	<b>6268223</b>	<b>25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**ITEM NO. 2: ORDINARY RESOLUTION:**

Re-appointment of Mr. S.J. Marshall (DIN: 00085682), Director who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	48750	48750	8	100	-	-	-	-
Poll/Ballot voting	1442635	1442635	12	100	-	-	-	-
<b>Total</b>	<b>1491385</b>	<b>1491385</b>	<b>20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*Mr. Shiamak J Marshall, M/s. Jiji Marshall Trading Co Pvt Ltd, M/s. Diamtools Pvt Ltd, Mr. Maki S Marshall and Mr. Navroze S Marshall being interested in the said resolution are abstained from Voting.

**ITEM NO. 3: ORDINARY RESOLUTION:**

Appointment of M/s. SHR & Co., Chartered Accountants as the Statutory Auditors and fixing their remuneration.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	48750	48750	8	100	-	-	-	-
Poll/Ballot voting	6219473	6219473	17	100	-	-	-	-
<b>Total</b>	<b>6268223</b>	<b>6268223</b>	<b>25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 4: ORDINARY RESOLUTION:**

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 2016-17.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	48750	48750	8	100	-	-	-	-
Poll/Ballot voting	6219473	6219473	17	100	-	-	-	-
<b>Total</b>	<b>6268223</b>	<b>6268223</b>	<b>25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 5: ORDINARY RESOLUTION:**

Appointment of Mrs. A. V. Chowdhury as an Independent Director for a term of 5 years with effect from April 01, 2016.

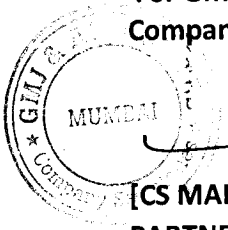
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	48750	48750	8	100	-	-	-	-
Poll/Ballot voting	6219473	6219473	17	100	-	-	-	-
<b>Total</b>	<b>6268223</b>	<b>6268223</b>	<b>25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to Chairman authorised by the Board for safe keeping.

**For GMJ & ASSOCIATES**  
**Company Secretaries**



**[CS MAHESH SONI]**

**PARTNER**

**FCS: 3706; COP: 2324**

**PLACE: MUMBAI**

**DATE: 22<sup>nd</sup> September, 2016.**