



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory :
Mumbai-Pune Road, Kasarwadi, Pune 411 034.
Tel. : (91-020) 3078-2160 / 3078-2170
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CIN : L29299PN1960PLC011645

Admn. & Sales Office :
Apeejay Chambers, 5, Wallace Street, Mumbai-400 001.
Tel. : (91-022) 6633-7425 / 6633-7426 / 6633-7427
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E-Mail : sales@simmondsmarshall.com
Website : www.simmondsmarshall.com

Date: May 25, 2017.

To
The Deputy General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001.

Reg: Security Code No. 507998:

Sub: Outcome of Board Meeting Held on May 25, 2017.

Dear Sir,

Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that the Board of Directors of the Company at its Meeting held today i.e. May 25, 2017 inter-alia, considered following matters:

1. Approved the Audited Financial Results of the Company for the quarter and year ended on 31st March, 2017.

Pursuant to provisions of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the following:

- a) Audited Standalone Financial Results for the quarter and year ended March 31, 2017 along with the Statement of Assets and Liabilities of the Company as on that date.
- b) Audited Consolidated Financial Results for the quarter and year ended March 31, 2017.
- c) Auditors Report on the Financial Results for the quarter and year ended March 31, 2017.
- d) Declaration for Unmodified Opinion on Audit Report.



IATF No. 0096543
ISO/TS 16949-2009



ISO 14001:2004
Reg. No. 8302-E

2. The Board discussed and differed the decision for appointment of New Statutory Auditor of the Company in place of retiring auditors M/s. SHR & Co., Chartered Accountants, Mumbai till next Board Meeting.
3. The Board has recommended a dividend of Rs. 0.50/-per share i.e. 25% for the year ended March 31, 2017 subject to approval of the shareholders at the ensuing Annual General Meeting.
4. Approval of Notice & Directors report for the Financial Year ended March 31, 2017.

The meeting of the Board of Directors commenced at 11:30 A.M. and concluded at 1.25 p.m.

Kindly take the above on your record.

Thanking You.

Yours faithfully,

For **SIMMONDS MARSHALL LIMITED**



S. J. MARSHALL
CHAIRMAN
(DIN: 00085682)



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Date: May 25, 2017

The Deputy General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Reg: Security Code No. 507998:


Sub: Declaration pursuant to Regulation 33(3) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provision of Regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we hereby confirm that the Audit Report by the M/s. SHR & Co., Chartered Accountants, Mumbai on the Audited Financial Results of the Company for the quarter and year ended March 31, 2017 is with Unmodified Opinion.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For SIMMONDS MARSHALL LIMITED


S. J. MARSHALL
CHAIRMAN
(DIN: 00085682)



Certificate No. SHR/951/SML/2017 – 2018

CERTIFICATE

To
Board of Directors of Simmonds Marshall Limited

1. We have audited the accompanying Standalone Financial Results of Simmonds Marshall LIMITED (the "Company") and Consolidated Financial Results the Company, its subsidiary (Partnership Firm) (the Company and its subsidiary constitute the "Group") and its share of profit of its associate for the year ended March 31, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared on the basis of the related consolidated financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act"), as applicable, and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

3. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹ 676.62 Lakhs as at March 31, 2017, total revenues of ₹ 1039.69 lakhs for the year ended on that date, as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by



the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, is based solely on the reports of the other auditors.

4. The consolidated financial statements also include the Group's share of net profit of ₹1.75 lakhs for the year ended March 31, 2017, as considered in the consolidated financial statements, in respect of an Associate, whose financial statements have not been audited by us. These financial statements are audited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this Associate, and our report in so far as it relates to the aforesaid Associate, is based solely on such audited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.
5. In our opinion and to the best of our information and according to the explanations given to us, and based on the consolidation of the reports of the other auditors, referred to in paragraph 3 & 4 above, the Statement:
 - (i) in the case of the consolidated financial results of the Group and Associate, includes the results for the year ended March 31, 2017 of the following entities:
 - a. **Subsidiary**
Stud India – Partnership Firm
 - b. **Associate**
Formex Private Limited
 - (ii) is presented in accordance with the requirements of 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (iii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and other financial information of the Group for the year ended March 31, 2017.



Mumbai, dated May 25, 2017

For S H R & CO.
Chartered Accountants
FRN: 120491W

Deep N Shroff
Partner

Membership No. 122592

S H R & CO.
CHARTERED ACCOUNTANTS
212/263, Rewa Chambers,
Sir Vithaldas Thackersey Marg,
Mumbai-400 020.

Certificate No. SHR/950/SML/2017 – 2018

CERTIFICATE

To
Board of Directors of **Simmonds Marshall Limited**

1. We have audited the accompanying Statement of Financial Results of **Simmonds Marshall Limited** (**"the Company"**) for the year ended **March 31, 2017**, (the "Statement"), being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (the "Act"), as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that our audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us the Statement:
 - (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
 - (ii) give a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit and other financial information of the company for the year ended March 31, 2017.



4. The statement includes the results for the quarter ended March 31, 2017 being the balancing figures between audited figures in respect of the full financial year and the published year to date unaudited figures upto the third quarter of the current financial year which were subject to limited review by us.



Mumbai, dated May 25, 2017

For S H R & CO.
Chartered Accountants
FRN: 120491W


Deep N Shroff
Partner

Membership No. 122592

SHR & CO.
CHARTERED ACCOUNTANTS
212A/203, Rewa Chambers,
Sir Vithaldas Thakersey Marg,
Mumbai - 400 020.

PARTICULARS	STANDALONE					CONSOLIDATED		
	For the 3 months Ended			Financial Year Ended		Financial Year Ended		
	31/03/2017	31/12/2016	31/03/2016	31/03/2017	31/03/2016	31/03/2017	31/03/2016	
	Audited	Un-Audited	Audited	Audited		Audited		
A	PARTICULARS OF SHAREHOLDING							
1	Public shareholding							
	- Number of shares	4872442	4872442	4924442	4872442	4924442	4872442	4924442
	- Percentage of shareholding	43.50	43.50	43.97	43.50	43.97	43.50	43.97
2	Promoters and Promoter Group Shareholding							
(a)	Pledge/Encumbered							
	- Number of shares	-	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-
(b)	Non-encumbered							
	- Number of shares	6327558	6327558	6275558	6327558	6275558	6327558	6275558
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the company)	56.50	56.50	56.03	56.50	56.03	56.50	56.03

Notes:

- The above financial results have been reviewed by the Audit Committee of the Board and approved by the Board of Directors in their meetings held on May 25, 2017.
- For the preparation of these financial results, the company has followed the same accounting policies and generally accepted practices adopted for the preparation of audited financial statements for the year ended March 31, 2017.
- The figures of the last quarter of financial year 2016 - 2017 are the balancing figures between audited figures in respect of the full financial year upto March 31, 2017 and the unaudited published year - to - date figures upto December 31, 2016 which were subject to limited review.
- Previous period / year's figures have been regrouped, wherever necessary.

By Order of the Board

Simmonds Marshall Limited

SJ Marshall

Chairman

Mumbai dated May 25, 2017

CERTIFIED TRUE - COPY

For SIMMONDS MARSHALL LIMITED

Vibool
CHIEF FINANCIAL OFFICER