



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

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: 16th August 2017

BSE Limited,
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Reg: Security Code No. 507998

Dear Sirs,

Subject: Notice for 57th Annual General Meeting

We are enclosing herewith Notice for 57th Annual General Meeting of the **Simmonds Marshall Limited** for the Financial Year 2016-17 will be held on Friday, September 8, 2017 at 12 noon. at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C , Chinchwad, Pune - 411 019 to transact the business as stated in the Notice.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For SIMMONDS MARSHALL LIMITED

S. J. MARSHALL
CHAIRMAN

Encl: as above.



IATF No. 0096543
ISO/TS 16949-2009



ISO 14001:2004
Reg. No. 8302-E

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 57th Annual General Meeting (AGM) of the Members of **SIMMONDS MARSHALL LIMITED (CIN: L29299PN1960PLC011645)** will be held on Friday, September 8, 2017 at 12.00 Noon at Kwality Restaurant, Mumbai - Pune Road, M.I.D.C., Chinchwad, Pune - 411 019 to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS:

Item no. 1 - Adoption of Financial Statements:

To consider and adopt the Audited Financial Statements (including the Consolidated and Standalone Financial Statements) of the Company for the Financial Year ended March 31, 2017, and the Reports of the Board of Directors ("the Board") and Auditors thereon.

Item no. 2 - To Declare Dividend on Equity Shares for the year ended March 31, 2017:

Item no. 3 - Appointment of Mr. I. M. Panju as a Director liable to retire by rotation:

To appoint a Director in place of Mr. I. M. Panju, having Director's Identification Number 00121748 who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 4 - Appointment of Auditors:

To appoint Statutory Auditors, M/s. Lodha & Co., Chartered Accountants in place of M/s. SHR & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Lodha & Co., Chartered Accountants, Mumbai (Firm Registration No. 301051E with the Institute of Chartered Accountants of India) be and are appointed as the Statutory Auditors of the Company in place of M/s. SHR & Co., Chartered Accountants, the retiring Auditors, to hold office from the conclusion of the ensuing AGM until the conclusion of the 62nd AGM to be held in 2022 (subject to ratification of the appointment by the members at every AGM held after this AGM) at such remuneration as may be agreed upon by the Audit Committee / Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

Item no. 5 - Appointment of Mr. S. J. Marshall as Chairman and Whole Time Director of the Company:

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. S. J. Marshall (DIN: 00085682) as Chairman & Whole Time

Director of the Company for a period of 3 years, w.e.f. April 01, 2017 at a consolidated remuneration not exceeding Rs. 84,00,000/- per annum as per the terms and conditions tabled before the Board, subject to approval of the shareholders at the ensuing Annual General Meeting.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

FURTHER RESOLVED THAT the Board be and is hereby authorised to fix, alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits mentioned above and the limits specified in the Schedule V, Part II, Section II read with other applicable provisions, if any, of the Companies Act, 2013, or any amendments thereto or enactments thereof from time to time and further in the event of sufficient profits in any year during the tenure of his appointment to pay maximum permissible remuneration as provided in Section 197 of the Companies Act, 2013.”

Item no. 6 – Appointment of Mr. N. S. Marshall as Managing Director of the Company:

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. N.S. Marshall (DIN 00085754) as the Managing Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2017 at a consolidated remuneration not exceeding Rs. 84,00,000/- per annum as per the terms and conditions tabled before the Board, subject to approval of the shareholders at the ensuing Annual General Meeting.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorised to fix, alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits mentioned above and the limits specified in the Schedule V, Part II, Section II read with other applicable provisions, if any, of the Companies Act, 2013, or any amendments thereto or enactments thereof from time to time and further in the event of sufficient profits in any year during the tenure of his appointment to pay maximum permissible remuneration as provided in Section 197 of the Companies Act, 2013.

Item no. 7 – Appointment of Mr. I. M. Panju as Whole Time Director of the Company:

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. I. M. Panju (DIN 00121748) as the Whole Time Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2017 at a consolidated remuneration not exceeding Rs. 84,00,000/- per annum as per the terms and conditions tabled before the Board, subject to approval of the shareholders at the ensuing Annual General Meeting.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

FURTHER RESOLVED THAT the Board be and is hereby authorised to fix, alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits mentioned above and the limits specified in the Schedule V, Part II, Section II read with other applicable provisions, if any, of the Companies Act, 2013, or any amendments thereto or enactments thereof from time to time and further in the event of sufficient profits in any year during the tenure of his appointment to pay maximum permissible remuneration as provided in Section 197 of the Companies Act, 2013."

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 2017-18:

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's and for Cost Compliance Report, be paid a remuneration for the Financial Year ending March 31, 2017 as set out in the Statement annexed to the Notice convening this Meeting.

For and on behalf of the Board of Directors
SIMMONDS MARSHALL LIMITED

Registered Office:
Mumbai-Pune Road,
Kasarwadi,
Pune - 411 034.

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

July 3, 2017.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking appointment / reappointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure requirements), 2015, are provided in the Annexure.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 02, 2017 to September 08, 2017** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
8. (a) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 dividends for the financial year ended March 31, 2010 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the "Investor Education & Protection Fund" ("IEPF") constituted by the Central Government. The Members, who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2010 or any subsequent financial year(s) are urged to claim such amount from the Share Department of the Company/ Registrar and Share Transfer Agent.
(b) Further, pursuant to the Provisions of Sections 124 of the Companies Act, 2013 and of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed by the shareholder for seven years, the Company is required to transfer such Equity Shares of the members to the Demat Account of the Investor Education and Protection Fund Authority. The Company had also published a Notice in the leading Newspapers both in English and Vernacular language, with respect to the formalities and process of such transfer. The Company is in the process to transfer such shares to the Demat Account of Investor Education and Protection Fund Authority.

- (c) The members/claimants whose Shares will be transferred and unclaimed dividend have been transferred to the "Fund", may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fees. The member/claimant can file only one consolidated claim in a financial year as per IEPF Rules.
- (d) Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Para E in Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting rights on such shares shall remain frozen.
9. The dividend on Equity Shares, if declared at the Annual General Meeting of the Company will be payable on or after **September 13, 2017** to those members:
- (a) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before **September 01, 2017**; and
- (b) whose names appear as Beneficial Owners in the list of Beneficial Owners on **September 01, 2017** furnished by Central Depository Services (India) Limited (CDSL) for this purpose.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1.	31/03/2010	29/09/2010	28/10/2017
2.	31/03/2011	28/09/2011	27/10/2018
3.	31/03/2012	26/09/2012	25/10/2019
4.	31/03/2013	17/09/2013	16/10/2020
5.	31/03/2014	23/09/2014	22/10/2021
6.	31/03/2015	23/09/2015	22/10/2022
7.	31/03/2016	16/03/2016 • The Company declared & Paid Interim Dividend	15/04/2023

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years are therefore requested to make their claims to the Registrar of the Company or the Company at the Registered Office, with full details.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
11. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
12. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
13. The Company's shares are listed on BSE Limited, Mumbai.

14. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S. SHAREX DYNAMIC (INDIA) PVT LTD
[Unit: Simmonds Marshall Limited]
Unit No.1, Luthra Ind. Premises, Andheri Kurla Road,
Safed Pool, Andheri (East), MUMBAI - 400 072
Tel: 022 2851 5606 / 2851 5644
Email: sharexindia@vsnl.com

15. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the administrative office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
16. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
18. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.
19. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
20. Voting through electronic means:
- (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
 - (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

- (v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 01, 2017**.
- (vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **September 01, 2017** only shall be entitled to avail the facility of e-voting/remote e-voting.
- (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **September 01, 2017**, may obtain the User ID and password from SHAREX DYNAMIC (INDIA) PVT LTD (Registrar & Transfer Agents of the Company).
- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.simmondsmarshall.com) and on the website of CDSL (<https://www.evotingindia.com>). The results shall simultaneously be communicated to the Stock Exchange.
- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 08, 2017**.
- (x) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 9.00 a.m. (IST) on **September 05, 2017** and ends at 5.00 p.m. (IST) on **September 07, 2017** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 01, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

SIMMONDS MARSHALL LIMITED

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Simmonds Marshall Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a corporate user who would be able to link the accounts they would be able to cast their vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

For and on behalf of the Board of Directors
SIMMONDS MARSHALL LIMITED

Registered Office:
Mumbai-Pune Road,
Kasarwadi,
Pune - 411 034.

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

July 3, 2017.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5:

Mr. S. J. Marshall was appointed as Chairman of the Company at the AGM held on September 23, 2014 for a term of 3 years upto March 31, 2017. Mr. S. J. Marshall is on the Board of the Company since April, 1960 and has attained the age of 79 years and he looks after overall management and activities of the Company. The terms of appointment & ceiling of remuneration of Rs. 84,00,000/- p.a. as proposed have been cleared and approved by Nomination & Remuneration Committee. This ceiling is on overall remuneration proposed and Board will be at liberty to vary the same within this aforesaid overall ceiling.

In case the Board decides to pay commission to the Chairman the same shall be paid as per the maximum ceiling allowed under the Companies Act, 2013, but the same shall be within the overall ceiling of Rs. 84,00,000/- p.a.

In addition to above Salary and allowance, he will be also entitled to the following perquisites:

- (a) Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.
- (b) Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. S. J. Marshall as a Chairman & Whole Time Director for a period of 3 years commencing April 01, 2017.

MEMORANDUM OF INTEREST

Mr. S. J. Marshall is a close relative (Father) of Mr. N. S. Marshall and (Father in law) of Mr. I. M. Panju, is deemed to be concerned and interested in the resolution at Item no. 5. Except Mr. S. J. Marshall, Mr. N. S. Marshall and Mr. I. M. Panju, none of the Directors of the Company are concerned or interested in this resolution.

Item No.6:

Mr. N. S. Marshall was appointed as Managing Director of the Company at the AGM held on September 23, 2014 for a term of 3 years upto March 31, 2017. Mr. N. S. Marshall is on the Board of the Company since July, 2003 and looks after overall activities of the Company. The terms of appointment & ceiling of remuneration of Rs. 84,00,000/- p.a. as proposed have been cleared and approved by the Nomination & Remuneration Committee. This ceiling is on overall remuneration proposed and board will be at liberty to vary the same within this aforesaid overall ceiling.

In case the Board decides to pay commission to the Managing Director the same shall be paid as per the maximum ceiling allowed under the Companies Act, 2013, but the same shall be within the overall ceiling of Rs. 84,00,000/- p.a.

In addition to above Salary and allowance, he will be also entitled to the following perquisites:

- (a) Gratuity payable at a rate of half month's salary for each completed year of service.
- (b) Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- (c) Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.
- (d) Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. N. S. Marshall as a Managing Director for a period of 3 years commencing April 01, 2017.

MEMORANDUM OF INTEREST

Mr. N. S. Marshall is a close relative (son) of Mr. S. J. Marshall, and (Brother in law) of Mr. I. M. Panju is deemed to be concerned and interested in the resolution at Item no. 6. Except Mr. N. S. Marshall, Mr. S. J. Marshall and Mr. I. M. Panju, none of the Directors of the Company are concerned or interested in this resolution.

Item No.7:

Mr. I. M. Panju was appointed as Whole Time Director of the Company at the AGM held on September 23, 2014 for a term of 3 years upto March 31, 2017. Mr. I. M. Panju is on the Board of the Company since January, 1994 and looks after overall activities of the Company. The terms of appointment & ceiling of remuneration of Rs. 84,00,000/- p.a. as proposed have been cleared and approved by the Nomination & Remuneration Committee. This ceiling is on overall remuneration proposed and board will be at liberty to vary the same within this aforesaid overall ceiling.

In addition to above Salary and allowance, he will be also entitled to the following perquisites:

- (a) Gratuity payable at a rate of half month's salary for each completed year of service.
- (b) Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- (c) Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.
- (d) Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. I. M. Panju as a Whole Time Director for a period of 3 years commencing April 01, 2017.

SIMMONDS MARSHALL LIMITED

MEMORANDUM OF INTEREST

Mr. I. M. Panju is a close relative (son in law) of Mr. S. J. Marshall and (Sisters Husband) of Mr. N. S. Marshall is deemed to be concerned and interested in the resolution at Item no. 7. Except Mr. I. M. Panju, Mr. S. J. Marshall and Mr. N. S. Marshall, none of the Directors of the Company are concerned or interested in this resolution.

ANNEXURE "A" TO THE EXPLANATORY STATEMENT

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment / re-appointment of Mr. S. J. Marshall, Mr. N. S. Marshall and Mr. I. M. Panju.

I. GENERAL INFORMATION:

1. Nature of Industry: The main business of the Company is manufacturing and sale of Industrial Fasteners used in Auto Industry.
2. Date or expected date of commencement of commercial production: Not Applicable, as the Company is an existing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

(₹ in lakhs)

Sr. No.	Particulars	2016-2017	2015-2016	2014-2015
1.	Gross Income	14554.88	13649.10	13552.99
2.	Profit before tax	891.04	767.67	1108.81
3.	Profit after tax	588.52	493.76	712.64
4.	Dividend paid (including tax)	67.40	67.40	67.40
5.	Rate of dividend %	25%	25%	25%

5. Foreign Investments or collaborations, if any - NIL

II. INFORMATION ABOUT THE APPOINTEE

(₹ in lakhs)

Name of Director	Mr. S. J. Marshall	Mr. N. S. Marshall	Mr. I. M. Panju
Date of Birth	October 15, 1937	March 21, 1976	February 8, 1960
Date of Appointment	April, 1960	July, 2003	January, 1994
Brief resume of the Director	Mr. S. J. Marshall is an Economics Graduate. He started his career with the Company since inception and is looking after overall activities of the Company.	Mr. N. S. Marshall is a MBA from Institute of Management Development, Lausanne, Switzerland responsible for the overall functioning of the Company including Production, Marketing, Accounts and HR	Mr. I. M. Panju is a MBA from Indiana University of Pennysilvia, USA and is responsible for the overall functioning of the Company including Production, Planning and Finance.
Recognition or awards	NIL	NIL	NIL
Past remuneration	Rs. 31.19 Lakhs p.a.	Rs. 46.75 Lakhs p.a.	Rs. 2.70 Lakhs p.a.
Nature of his expertise in specific functional areas	Looks after overall affairs of the Company and plays an imperative role in the progress of the Company	Looks after the overall functioning of the Company including Production, Marketing, Accounts and HR	Looks after the overall functioning of the Company including Production, Planning and Finance.
Remuneration Proposed	Rs. 84.00 Lakhs p.a. (This is proposed remuneration and actual will be decided from time to time within the overall ceilings by the Board.)	Rs. 84.00 Lakhs p.a. (This is proposed remuneration and actual will be decided from time to time within the overall ceilings by the Board.)	Rs. 84.00 Lakhs p.a. (This is proposed remuneration and actual will be decided from time to time within the overall ceilings by the Board.)
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not possible being a unique nature of the industry. However as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms.	Not possible being a unique nature of the industry. However as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms.	Not possible being a unique nature of the industry. However as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Being promoter, he is directly related to the Company and is a close relative of Mr. N. S. Marshall and Mr. I. M. Panju	Being promoter, he is directly related to the Company and is a close relative of Mr. S. J. Marshall	Being promoter, he is directly related to the Company and is a close relative of Mr. S. J. Marshall

SIMMONDS MARSHALL LIMITED

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: Because of market competition and higher overhead cost.
2. Steps taken or proposed to be taken for improvement: With steps taken by the Management of the Company, now the company makes adequate profits and expected to improve further. However the Profit was inadequate for payment of remuneration to the Executive Directors.
3. Expected increase in productivity and profits in measurable terms: The management expects about 10-15% increase in performance and profits.

IV. DISCLOSURES:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution set forth in Item No.5, 6 & 7 subject to the approval of the Members at the ensuing Annual General Meeting

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015:

Name	Mr. S. J. Marshall	Mr. N. S. Marshall	Mr. I. M. Panju
Directors Identification Number (DIN)	00085682	00085754	00121748
Brief resume & Nature of expertise in specific functional areas	Economics Graduate	MBA Expertise in Production, Marketing, Accounting and Human Resources	MBA Expertise in Production, Planning and Finance
Disclosure of relationship between directors inter-se	Father of Mr. N. S. Marshall Father in law of Mr. I. M. Panju	Son of Mr. S. J. Marshall	Son in law of Mr. S. J. Marshall
Names of listed entities in which the person also holds the directorship	1. Hindustan Hardy Spicer Ltd.	1. Ador Fontech Limited 2. Ador Multi Products Limited	1. Stewart & Mackertich Wealth Management Limited
No. of Shares held in the Company	15,12,965 Equity Shares	15,18,548 Equity Shares	Nil
Membership & Chairmanships of Committees of the Board	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance

Item No.8:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of the M/s. Joshi Apte & Associates, Cost Accountants as the Cost Auditor, to conduct the audit of the cost records of the Company for the financial year 2017-18, at a remuneration of Rs. 200,000/- (Two Lakhs Only) (Exclusive of Taxes), subject to approval of the Members.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be approved by the Members of the Company.

Accordingly, the members are requested to approve the remuneration payable to the Cost Auditors during the financial year 2017-18 as set out in the resolution for the services to be rendered by them.

The Board recommends the resolution set out at Item No.8 of the Notice for approval of the Members by an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and the relatives of the Directors and/or are Key Managerial Personnel, are concerned or interested in the said resolution.

For and on behalf of the Board of Directors
SIMMONDS MARSHALL LIMITED

Registered Office:
Mumbai-Pune Road,
Kasarwadi,
Pune - 411 034.

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

July 3, 2017.