

**FORM No. MGT-13****Combined Report of Scrutinizer for Remote e-voting & Poll 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 Chairperson,  
Simmonds Marshall Limited,  
Mumbai-Pune Road,  
Kasarwadi,  
Pune-411034.

**Subject: 58<sup>th</sup> Annual General Meeting of the Shareholders of Simmonds Marshall Limited held on Wednesday, September 26, 2018 at 11.30 a.m. at Kwality Restaurant, Mumbai- Pune Road, M.I.D.C, Chinchwad, Pune -411019.**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni Partner have been 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 58<sup>th</sup> AGM of Equity Shareholders of Simmonds Marshall Limited at their Meeting held on Wednesday, September 26, 2018 at 11.30 a.m. at Kwality Restaurant, Mumbai- Pune Road, M.I.D.C, Chinchwad, Pune -411019.

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 58<sup>th</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 58<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 facility 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 our presence with due identification marks placed by us.

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. Duplicate, incomplete, invalid and 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 Audited Financial Statements (i.e. Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2018, along with the Reports of the Board of Directors' and Auditor's 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	234342	11	234342	100	--	--	--	--
Poll/Ballot voting	6384235	17	6384235	100	--	--	--	--
<b>Total</b>	<b>6618577</b>	<b>28</b>	<b>6618577</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>



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

Declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2018.

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	234342	11	234342	100	--	--	--	--
Poll/Ballot voting	6384235	17	6384235	100	--	--	--	--
<b>Total</b>	<b>6618577</b>	<b>28</b>	<b>6618577</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

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

Appointment of Mr. S.J. Marshall as a Director liable to retire 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	234342	11	234342	100	--	--	--	--
Poll/Ballot voting	747332	11	747332	100	--	--	--	*5636903
<b>Total</b>	<b>981674</b>	<b>22</b>	<b>981674</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>5636903</b>

\* NOTE : Shiamak Marshall, Navroze Marshall, Maki Marshall, Kamal I. Panju Diamtools Private Limited and Jiji Marshall Trading Company LLP have cast their votes on the Resolution at Item No.3 by Poll. We have considered their votes as Invalid, since all the parties are interested in the resolution.



**ITEM NO. 4: SPECIAL RESOLUTION:**

Approval of re-appointment of Mr. F. K. Banatwalla, Independent Director for a second term of 5 consecutive years, commencing from April 1, 2019.

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	234342	10	48250	20.59	1	186092	79.41	--
Poll/Ballot voting	6384235	17	6384235	100	--	--	--	--
<b>Total</b>	<b>6618577</b>	<b>27</b>	<b>6432485</b>	<b>--</b>	<b>1</b>	<b>186092</b>	<b>79.41</b>	<b>--</b>

**ITEM NO. 5: SPECIAL RESOLUTION:**

Approval of re-appointment of Mr. S. C. Saran, Independent Director for a second term of 5 consecutive years, commencing from April 1, 2019.

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	234342	10	48250	20.59	1	186092	79.41	--
Poll/Ballot voting	6384235	17	6384235	100	--	--	--	--
<b>Total</b>	<b>6618577</b>	<b>27</b>	<b>6432485</b>	<b>--</b>	<b>1</b>	<b>186092</b>	<b>79.41</b>	<b>--</b>



**ITEM NO. 6: ORDINARY RESOLUTION:**

Payment of Remuneration to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240), the Cost Auditor of the Company for the Financial Year 2018-19

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	234342	11	234342	100	--	--	--	--
Poll/Ballot voting	6384235	17	6384235	100	--	--	--	--
<b>Total</b>	<b>6618577</b>	<b>28</b>	<b>6618577</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

**ITEM NO. 7: ORDINARY RESOLUTION:**

Authority to Company under Section 20 of the Companies Act, 2013 to charge for services of documents to members of the company.

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	234342	10	48250	20.59	1	186092	79.41	--
Poll/Ballot voting	6384235	17	6384235	100	--	--	--	--
<b>Total</b>	<b>6618577</b>	<b>27</b>	<b>6432485</b>	<b>--</b>	<b>1</b>	<b>186092</b>	<b>79.41</b>	<b>--</b>



All the resolutions voted through Remote E-voting and Poll Process were passed with **REQUISITE MAJORITY**. The Poll/Ballot papers and all other relevant records were sealed and handed over to the Chairperson for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries



*Be*  
[CS MAHESH SONI]  
PARTNER

FCS: 3706; COP: 2324

*Navroze Shiamak Marshall*  
NAVROZE SHIAMAK MARSHALL  
CHAIRPERSON OF ANNUAL  
GENERAL MEETING

~~SIMMONDS MARSHALL & CO.~~

PLACE: MUMBAI

DATE: SEPTEMBER 26, 2018.