

55th ANNUAL REPORT 2014-15



If undelivered please return to :

SHAREX DYNAMIC (INDIA) PVT. LTD.

Unit : Simmonds Marshall Limited
Unit No. 1, Luthra Industrial Premises
Andheri Kurla Road, Andheri East
Mumbai - 400 072.
Tel.: 2270 2485, 2264 1376
E-mail : sharexindia@vsnl.com



SIMMONDS MARSHALL LIMITED

SIMMONDS MARSHALL LIMITED

Board of Directors:

Mr. S. J. Marshall (Chairman)
Mr. N. S. Marshall (Managing Director)
Mr. I. M. Panju
Mr. C. B. Bambawale
Mr. F. K. Banatwalla
Mr. S. C. Saran
Mrs. A. Chowdhary

Chief Financial Officer:

Mr. N. D. Bharucha

Company Secretary:

Ms. P. Shetty

Auditors:

M/s. SHR & Co.
Chartered Accountants
212-A - 203, Rewa Chambers,
Sir Vithaldas Thackersey Marg,
Mumbai - 400 020.

Bankers:

ICICI Bank
Union Bank of India
The Zoroastrian Co-Operative Bank Limited

Administrative Office:

Apeejay Chambers
5, Wallace Street, Fort,
Mumbai - 400 001

Registered Office & Factory:

Mumbai - Pune Road,
Kasarwadi,
Pune - 411 034

Registrars & Share Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd.
Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 072
Tel.: 2270 2485, 2264 1376
E-mail: sharexindia@vsnl.com

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 55th Annual General Meeting (AGM) of the Members of **SIMMONDS MARSHALL LIMITED** will be held on Wednesday, the 23rd September, 2015 at 12.00 Noon at Kwaliti Restaurant, Mumbai - Pune Road, Near Titan Showroom, Chinchwad, Pune – 411 019 to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Imran Mohomedali Panju, having Director's Identification Number 00121748 who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, the following resolution as ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of directors, M/s. SHR & Co., Chartered Accountants having (Firm Registration No. 120491W with the Institute of Chartered Accountants of India), were appointed by the Members as the Statutory Auditors of the Company at the 54th AGM held on 23rd September, 2014 to hold office until the conclusion of the third consecutive AGM, and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are recommended for ratification of their appointment until conclusion of the next AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

5. 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 149 of the Companies Act, 2013 and Rules made thereunder and in accordance with the Articles of Association of the Company, Mrs. Amrita Chowdhury, (DIN: 02178520), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015 and who holds office until the date of this AGM, in terms of section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Amrita Chowdhury, as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

6. 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, to be paid the remuneration for the financial year ending March 31, 2016 as set out in the Statement annexed to the Notice convening this Meeting;

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

"RESOLVED THAT pursuant to the 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, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors
For **Simmonds Marshall Limited**

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

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

May 29, 2015

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 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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. 21. 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 to the Company a certified copy of

the relevant Board Resolution 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 Clause 49 of the Listing Agreement with Stock Exchange, are provided in the Annexure.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 15/09/2015 to 22/09/2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
8. The dividend on Equity Shares, if approved at the Annual General Meeting of the Company will be payable on or after 28th September, 2015 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 14th September, 2015;
 - b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 14th September, 2015 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which is still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the Company has transferred on due dates, the unpaid or unclaimed dividend amount for the financial year ended 31/03/2007 to the Investor Education and Protection Fund (IEPF) established with the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 23rd September, 2014 (date of last Annual General Meeting) on the website of the Company (www.simmondsmarshall.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)

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.	31.03.2008	24/09/2008	23/10/2015
2.	31.03.2009	23/09/2009	22/10/2016
3.	31.03.2010	29/09/2010	28/10/2017
4.	31.03.2011	28/09/2011	27/10/2018
5.	31.03.2012	26/09/2012	25/10/2019
6.	31.03.2013	17/09/2013	16/10/2020
7.	31.03.2014	23/09/2014	22/10/2021

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. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Transfer Agent of the Company at the address given above under the signature of the Sole/ First Joint holder the information relating to Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the Dividend Warrants.
(b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send ECS mandate.
(c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give IFSC Code and MICR Code to the Depository Participant to the Registrar and Transfer Agent of the Company at the address given above.
16. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered 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
17. 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.
18. 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.
19. 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.
20. 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.

21. 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 Clause 35B of the Listing Agreement, 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 Mr. Mahesh Soni, Partner, 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. 16th September, 2015.
- (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. 16th September, 2015 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. 16th September, 2015, 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. 23rd September, 2015.
- (x) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 9.00 a.m. (IST) on September 18, 2015 and ends at 5.00 p.m. (IST) on September 22, 2015. 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 16, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	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
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Simmonds Marshall Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.

ANNEXURE TO THE NOTICE

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

ITEM NO.5

Mrs. Amrita Chowdhury was appointed as an Additional Director of the Company on 30th March, 2015 by the Board of Directors under Section 161 of the Companies Act, 2013 and as per Article of Association of the Company. In accordance with Section 161 (1) of the Companies Act, 2013 Mrs. Amrita Chowdhury holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director. A notice under Section 161 (1) of the Act has been received from a Member signifying his intention to propose Mrs. Amrita Chowdhury's appointment as a Director.

Mrs. Amrita Chowdhury holds Engineering Degree from IIT, Kanpur UC Berkeley and an MBA from Carnegie Mellon University. She holds 7 US patents for semiconductor manufacturing for her work at Applied Materials in California. She has done Strategy consulting at Kearney in US and strategic planning and Board advisory with Oppeus in Australia. She has worked in higher education with Harvard Business School and her vast experience will be immensely useful and beneficial to the Company.

The Board considers that appointment of Mrs. Amrita Chowdhury as a Director would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as Director of the Company.

The Board recommends the resolution at item no. 5 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 the key Managerial Personnel except Mrs. Amrita Chowdhury is concerned or interested in the said resolution.

ITEM NO.6

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 2015-16, at a remuneration of Rs.1,80,000/- (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 2015-16 as set out in the resolution for the services to be rendered by them.

The Board recommends the resolution set out at Item No.6 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.

Item No. 7

The Articles of Association ("AOA") of the Company is presently in force since incorporation. The existing Articles of Association was in line with the erstwhile Companies Act 1956, which is no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the New Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 29th May, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection, for the members at the Registered Office of the Company during the office hours on any working day, between 11.00 a.m. to 5.00 p.m.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

By order of the Board of Directors
For **Simmonds Marshall Limited**

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

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

May 29, 2015

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. Imran Mohomedali Panju and Mrs. Amrita Verma Chowdhury.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Name	Mrs. Amrita Verma Chowdhury	Mr. Imran Mohomedali Panju
Directors Identification Number (DIN)	02178520	00121748
Age	44 years	55 years
Qualification	IIT Kanpur, MBA	MBA from Indiana University of Pennysilvia, USA
Expertise in Specific Area	Engineering	Finance
Date of first Appointment on the Board of the Company	30/03/2015	01/01/1994
Shareholding in Simmonds Marshall Limited	NIL	NIL
List of Directorship Held in other Companies	i. TechCrew Solutions Private Limited ii. Drishtant Consultancy Services Private Limited iii. Gaia Smart Cities Solutions Private Limited	i. Panju Contractors And Fabricators Private Limited ii. J N Marshall Private Limited iii. Imperial Finvest Services (India) Private Limited iv. Quest Searchconsult Private Limited
Membership Chairmanships of Audit and Stakeholders Remuneration Committee	Refer to Report on corporate Governance	Refer to Report on corporate Governance

By order of the Board of Directors
For **Simmonds Marshall Limited**

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

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

May 29, 2015

DIRECTORS' REPORT

To,
The Members,
Simmonds Marshall Limited

Your Directors have great pleasure in presenting their 55th Annual Report together with the Audited Accounts for the year ended March 31, 2015.

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Turnover	13359.93	10314.10
Profit for the year	1108.81	694.93
Less: Provisions for Tax :		
Current Tax	400.44	217.00
Deferred Tax	(0.83)	39.31
Previous Years Tax Adjustment	(3.44)	--
Add: Profit brought forward from the Previous year	2831.53	2514.37
Less: Provision for Tax on Dividend	11.40	9.52
Less: Transfer to Special Reserve	50.00	56.00
Less: Depreciation written off	20.51	--
Less: Transfer to Reserves & Surplus	3406.26	2831.47
Leaving a balance of	56.00	56.00

OPERATIONAL REVIEW:

The turnover during the year increased to Rs.13359.93 lacs against Rs. 10314.10 lacs in the previous year; registering an impressive increase of 29.53% and the profitability has risen from Rs.694.93 lacs to Rs.1108.81 lacs registering an impressive increase of 59.55%.

During the year, the weakness of rupee against USD continued to put inflationary pressures. In spite of this, your Company has been able to improve its performance.

DIVIDEND:

Your Directors recommend payment of Dividend of 25% on Equity Shares.

SHARE CAPITAL OF THE COMPANY:

The Paid up Equity share Capital, as at 31st March, 2015 was Rs. 2,24,00,000 /- divided into 1,12,00,000 Equity shares, having face value of Rs. 2/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock neither options nor sweat equity.

SUBSIDIARIES & ASSOCIATE COMPANIES:

The Company does not have any subsidiary but has an Associate Company.

RESEARCH & DEVELOPMENT:

The R&D department of the Company has been arduously working to provide quality and value for money to the customer in keeping with market trends.

EXPORTS:

During the year under review, the Company exported goods worth F.O.B. Rs. 1930.20 lacs against Rs. 739.27 lacs in the previous year registering an impressive increase of 161.09%. This is mainly due to the effort put in by the Company to improve their performance on export front. The Company hopes to do even better on this front in the future.

BOARD OF DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Imran M. Panju, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mrs. Amrita Chowdhury was appointed as an additional Director at the Board Meeting held on 30.03.2015. Necessary resolution is placed for her regular appointment at the forthcoming Annual General Meeting.

All Independent Directors have given declarations that they meet criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

DIRECTORS RESPONSIBILITY STATEMENT:

As required under the provisions of Section 134 of the Companies Act, 2013, your Director's report that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure, if any.
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors had prepared the annual accounts on a going concern basis.
- v. The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has appointed the following persons as the Key Managerial Personnel.

Sr. No.	Name of the Person	Designation
1.	Mr. Navroze Shiamak Marshall	Managing Director
2.	Mr. Noshir Darabshaw Bharucha	Chief Financial Officer
3.	Ms. Priya Shetty	Company Secretary

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors in their meeting held on 30th March, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The details of the number of meetings of the Board held during the Financial Year 2014-15 forms a part of the Corporate Governance Report.

AUDIT COMMITTEE:

In accordance with the provisions of the Listing Agreement and Corporate Governance, the Company has constituted an Audit Committee comprising of Independent Directors. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board. The details of the terms of audit committee and other details are explained in the Corporate Governance Report.

REMUNERATION & NOMINATION POLICY:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company (www.simmondsmarshall.com)

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted.

The disclosure in Form AOC-2 is given as per Annexure 'A'. Further, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

All related party transactions are placed before the Audit Committee and also before the Board for their approval in accordance with the Policy on Related Party Transactions formulated by the Board of Directors of the Company and has been posted on the website of the Company (www.simmondsmarshall.com). Omnibus approval was obtained on quarterly basis for transactions which are of repetitive nature.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There is no loan given, investment made, guarantee given or security provided by the Company to any entity covered under Section 186 of Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

During the year the Company has constituted a "Corporate Social Responsibility" (CSR) Committee. As part of its initiatives under CSR, the company has contributed funds for the schemes of eradicating hunger and poverty,

promotion of education and medical aid. The contributions in this regard have been made to the registered trust which is undertaking these schemes. The company has also undertaken schemes of distributing food to the poor directly as part of the CSR initiative.

The Annual Report on CSR activities is annexed herewith as Annexure 'B'.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure 'C' and forms an integral part of this Report.

DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE657D01021.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website (www.simmondsmarshall.com).

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

STATUTORY AUDITORS:

M/s. SHR & Co., Chartered Accountants, (Firm Registration No. 120491W) were appointed as the Statutory Auditors of the Company at the AGM held on 23rd September, 2014 to hold office until the conclusion of the third consecutive AGM, are recommended for ratification of appointment for the Financial Year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. SHR & Co. that their appointment, if made, would be in conformity with the limits specified in the said Section.

COST AUDIT:

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company has been carrying out audit of the cost records of the Company every year.

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. Joshi Apte & Associates, Cost Accountants as the Cost Auditors to audit the accounts of the Company for the Financial Year 2015-16 at a remuneration of Rs. 1,80,000 /- plus service tax as applicable and reimbursement of out of pocket expenses. As required under the Companies Act, 2013, a resolution seeking member's approval for remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

RISK MANAGEMENT POLICY:

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management (b) to establish a framework for the company's risk management process and to ensure its implementation (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and (d) to assure business growth with financial stability.

A Risk Management Policy was reviewed and approved by the Committee.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the company as the company has no employee drawing salary as per the limits laid down in the section.

LISTING:

The Company's Shares are listed on BSE Limited, Mumbai.

APPRECIATION:

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors also wish to place on record their appreciation for impressive growth achieved through the competence, hard work, solidarity, cooperation and support of employees at all levels.

By order of the Board of Directors
For **Simmonds Marshall Limited**

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

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

May 29, 2015

SECRETARIAL AUDIT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed M/s. GMJ & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure 'D' and forms an integral part to this Report.

AUDITOR'S / SECRETARIAL AUDITOR'S OBSERVATIONS:

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to the Accounts which are self-explanatory and, therefore, do not call for any further comments

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board /and to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

ENVIRONMENT & ENERGY CONSERVATION:

Efforts for control of Environment and Conservation of energy are an on-going process in your Company. As required by the Company's (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relevant data pertaining to conservation of energy, technology, absorption and Foreign Exchange Earnings and Outgo are given in the prescribed format as per Annexure to this Report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate governance practices.

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure 'E' to this Report.

SEXUAL HARASSMENT:

The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. During the year under review, no complaints were reported.

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014

Form for Disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third provision thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. NOT APPLICABLE
2. Details of contracts or arrangements or transactions at Arm's length basis:

(RUPEES IN LAKHS)

NATURE OF CONTRACTS/ ARRANGEMENT/ TRANSACTIONS	NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP (WHOLLY OWNED SUBSIDIARY, STEP DOWN SUBSIDIARY AND PROMOTER DIRECTOR)	DURATION OF THE CONTRACTS / ARRANGEMENTS/ TRANSACTIONS	SALIENT TERMS OF THE CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS INCLUDING THE VALUE, IF ANY
SERVICES	FORMEX PVT LTD. CORRODYNE COATINGS PVT. LTD. J.N.MARSHALL & CO. (C.H.C.) J. N. MARSHALL LTD. SPIRAX MARSHALL LTD. FORBES MARSHALL STEAM SYSTEMS	} RECURRING	642.64 75.65 44.70 4.08 14.97 1.45
MATERIAL	STUD INDIA J. N. MARSHALL ENGG PVT. LTD.	} RECURRING	2.22 0.18
INTEREST	MR. S. J. MARSHALL MR. N.S. MARSHALL JIJI MARSHALL TRADING CO. PVT. LTD. S. J. MARSHALL TRADING CO. PVT. LTD. DIAMTOOLS PVT. LTD.	} RECURRING	39.56 32.84 3.53 2.55 1.82
RENT	J. N. MARSHALL & CO. (STEEL DEPT.) J. N. MARSHALL LTD. MARSHALL REAL ESTATES & INV. CORP.	} RECURRING	1.35 177.98 1.44
RATES & TAXES	J. N. MARSHALL LTD.	RECURRING	3.23
SALES	STUD INDIA	RECURRING	75.50
INVESTMENT	STUD INDIA	RECURRING	14.56

ANNEXURE "B"

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Board of Directors of Simmonds Marshall Ltd., after taking into account the recommendations of the CSR Committee, has approved this CSR Policy for the company. As required under section 135(4) of the Companies Act, 2013, this policy is uploaded on the company's website.

The Company has been focusing predominantly in the area of education.

Apart from education, Simmonds is also involved, in a small way, in addressing the issue of Medical Aid and Poverty Relief to the economically backward and underprivileged society.

2. The Composition of the CSR Committee.

(I) Mr. S.C. Saran

(II) Mr. C.B. Bambawale

(III) Mrs. Amrita Chowdhury

3. Average net profit of the company for last three financial years – ₹ 801.98 lacs
4. Prescribed CSR Expenditure(two percent of the amount as in item 3 above) - ₹ 16.04 lacs
5. Details of CSR spent during the financial year.
 - (a) Total amount to be spent for the financial year; - ₹ 16.04 lacs
 - (b) Amount unspent, if any; - ₹ 10.04 lacs

(c) Manner in which the amount spent during the financial year is detailed below.

Rs. in Lakhs

1.	2.	3.	4.	5.	6.	7.	8.
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	Various	Education	Maharashtra	4.00	1.49	1.49	Marshall Charitable Foundation
2	Various	Medical Aid	Maharashtra	10.00	3.67	3.67	Marshall Charitable Foundation
3	Various	Poverty Relief	Maharashtra	2.00	0.84	0.84	Marshall Charitable Foundation
	Total			16.00	6.00	6.00	

6. CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors has constituted a Corporate Social Responsibility Committee comprising of Mr. C. B. Bambawale, Mr. S.C. Saran and Mrs. Amrita Chowdhury. Mr. S. C. Saran is the Chairman of this Committee.

The Company intends to undertake projects, in accordance with Schedule VII of the Companies Act, 2013 as a part of its initiatives under CSR. In this regard, the Board has approved a CSR policy for implementation by the Committee.

The Company was required to spend a sum of ₹ 16 lakhs by March 31, 2015 towards activities as stipulated under Schedule VII of the Companies Act, 2013. As the Committee is in the process of identifying appropriate NGO partners for execution of identified projects, the Company did not incur the said expenditure during the financial year ended March 31, 2015.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR committee confirms that the implementation and monitoring of the CSR policy, is in compliance with the CSR objectives and policy of the company

S. J. Marshall
(Chairman)

S. C. Saran
(Chairperson CSR Committee)

EXTRACT OF ANNUAL RETURN

ANNEXURE "C"

As on financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies act, 2013 read with

[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

A. REGISTRATION AND OTHER DETAILS:

CIN:-	L29299PN1960PLC011645
Registration Date:	16.04.1960
Name of the Company:	Simmonds Marshall Ltd.
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered office and contact details:	Mumbai-Pune Road, Kasarwadi, Pune 411 034 Tel No.(91-020) 30782150 Fax: (91-022) 30782195 email : sales@simmondsmarshall.com website : www.simmondsmarshall.com
Whether listed company	YES
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. Unit No.1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (E), Mumbai - 400 072 • Tel. No. 22702485, 22641376 email : sharexindia@vsnl.com

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	NYLOC SELF LOCKING NUTS (INDUSTRIAL FASTENERS)	73181600	100%

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held
1	J. N. MARSHALL ENGG. PVT. LTD.	U35201MH1975PTC018055	Related Parties	0
2	LANGFORD ESTATES PVT. LTD.	U70100MH1996PTC096774	Related Parties	0
3	MARSHALL POULTRY FARM (INDIA) PVT. LTD.	U01222MH1995PTC090826	Related Parties	0
4	S. J. MARSHALL TRADING CO. PVT. LTD.	U67120MH1976PTC018827	Related Parties	0
5	POWAIR AUTOMATION EQUIPMENTS PVT. LTD.	U74999MH1993PTC071097	Related Parties	0
6	JIJI MARSHALL TRADING CO. PVT. LTD.	U67120MH1976PTC018826	Related Parties	0
7	J. N. MARSHALL PVT. LTD.	U29111PN1958PTC011125	Related Parties	0
8	DIAMTOOLS PVT. LTD.	U29220MH1982PTC027838	Related Parties	0
9	CORRODYNE COATINGS PVT. LTD.	U74999PN2011PTC141270	Related Parties	0
10	FORMEX PVT. LTD.	U29254PN1986PTC039849	Associate	49%
11	PANJU CONTRACTORS AND FABRICATORS PRIVATE LIMITED	U29219MH1991PTC061837	Related Parties	0

SIMMONDS MARSHALL LIMITED

D. SHARE HOLDING PATTERN :

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2014				No. of Shares held at the end of the year 31/03/2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a) Individual	6034508	0	6034508	53.88	6064758	0	6064758	54.15	0.27
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt(s).	0	0	0	0	0	0	0	0	0
(d) Bodies Corpp.	200800	0	200800	1.793	200800	0	200800	1.793	0
(e) FIINS / BANKS.	0	0	0	0	0	0	0	0	0
(f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	6235308	0	6235308	55.673	6265558	0	6265558	55.943	0.27
(2). FOREIGN									
(a) Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b) Other Individual	0	0	0	0	0	0	0	0	0
(c) Bodies Corporates	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f) Any Other Specify	0	0	0	0	0	0	0	0	0
								0	
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	6235308	0	6235308	55.673	6265558	0	6265558	55.943	0.27
(B) (1). PUBLIC SHAREHOLDING									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	500	500	0.004	0	500	500	0.004	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt.	0	0	0	0	0	0	0	0	0

(e) Venture Capital Funds	3450	0	3450	0.031	0	0	0	0	-0.031
(f) Insurance Companies	3450	0	3450	0.031	0	0	0	0	-0.031
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	3450	500	3950	0.035	0	500	500	0.004	-0.031
2. Non-Institutions									
(a) BODIES CORP.									
(i) Indian	1793049	19000	1812049	16.179	1715545	19000	1734545	15.487	-0.692
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	2043987	707585	2751572	24.568	2191498	661335	2852833	25.472	0.904
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	376097	0	376097	3.358	268909	0	268909	2.401	-0.957
(c) Other (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	19664	500	20164	0.18	44380	500	44880	0.401	0.221
Overseas Corporate Bodies	0	0	0		0	0	0		0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	860	0	860	0.008	32775	0	32775	0.293	0.285
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	4233657	727085	4960742	44.293	4253107	680835	4933942	44.054	-0.239
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4237107	727585	4964692	44.328	4253107	681335	4934442	44.058	-0.27
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	10472415	727585	11200000	100.00	10518665	681335	11200000	100.00	0

SIMMONDS MARSHALL LIMITED

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015		
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	DIAMTOOLS PVT. LTD.	45000	0.402	0	45000	0	0
2	JIJI MARSHALL TRADING COMPANY PVT. LTD.	155800	1.391	0	155800	0	0
3	SHIAMAK J MARSHALL	1512965	13.509	0	1512965	0	0
4	NAVROZE S MARSHALL	1463298	13.065	0	1493548	0	0.27
5	KAMAL IMRAN PANJU	717155	6.403	0	717155	0	0
6	KAYAN J PANDOLE	710655	6.345	0	710655	0	0
7	MAKI SHIAMAK MARSHALL	1630435	14.557	0	1630435	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015		
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03- 2015)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	No. of Shares	% of total Shares of the company
	NAVROZE S MARSHALL	1463298	13.065	1/4/2014	0	0	0
		0	0	6/6/2014	250	1463548	13.067
		0	0	13/6/2014	30000	1493548	13.335
	- Closing Balance	1493548	13.335	31/3/2015	0	1493548	13.335

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	Name	No. of Shares at the beginning (01-04-2014) / end of the year (31-03- 2015)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	No. of Shares	% of total Shares of the company
	CLOVER TECHNOLOGIES PVT LTD.	1703772	15.212	1/4/2014			
				28/11/2014	-115000	1588772	14.185
	- Closing Balance			31/3/2015		1588772	14.185
	HAFEEZ SORAB CONTRACTOR	100000	0.893	1/4/2014			
	-Closing Balance			31/3/2015		100000	0.893

SIMMONDS MARSHALL LIMITED

				12/9/2014	2000	31256	0.279
				16/9/2014	-3757	27499	0.246
				30/9/2014	2302	29801	0.266
				3/10/2014	100	29901	0.267
				31/12/2014	1000	30901	0.276
				9/1/2015	150	31051	0.277
				30/1/2015	1454	32505	0.290
				13/2/2015	1200	33705	0.301
	- Closing Balance			31/3/2015		33705	0.301

(v) Shareholding of Directors and Key Managerial Personnel :

			Shareholding at the beginning of the year 01/04/2014			Cumulative Shareholding during the year 31/03/2015	
SI No.	C B BAMBAWALE	No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	No. of Shares	% of total Shares of the company
	At the beginning of the year	3050	0.027	1/4/2014			
				31/12/2014	-3040	10	0
	At the beginning of the year			31/3/2015		10	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	883.44	706.00	0	1589.44
ii) Interest due but not paid	1.36	-	0	1.36
iii) Interest accrued but not due	5.46	-	0	5.46
Total (i+ii+iii)	890.26	706.00	0	1.36
Change in Indebtedness during the financial year				
• Addition	362.60	-	0	362.60
• Reduction	-	52.70	0	52.70
Net Change	362.60	52.70	0	1589.44
Indebtedness at the end of the financial year				
i) Principal Amount	1240.81	653.30	0	1894.11
ii) Interest due but not paid	6.66	-	0	6.66
iii) Interest accrued but not due	5.39	-	0	5.39
Total (i+ii+iii)	1252.86	653.30	0	1906.16

	PRAMOD SHARAD JOGLEKAR	30000	0.268	1/4/2014			
	- Closing Balance			31/3/2015		30000	0.268
	RASHNE BURJOR DUBASH	58000	0.518	1/4/2014			
				30/1/2015	-10000	48000	0.429
				6/2/2015	-727	47273	0.422
				20/2/2015	-4480	42793	0.382
				27/2/2015	-3683	39110	0.349
	- Closing Balance			31/3/2015		39110	0.349
	SURESH DINDAYAL KHATRI	40080	0.358	1/4/2014			
	- Closing Balance			31/3/2015		40080	0.358
	BOMSI WADIA	105000	0.938	1/4/2014			
	- Closing Balance			31/3/2015		105000	0.938
	V NAGARAJA NAVADA	37250	0.333	1/4/2014			
	- Closing Balance			31/3/2015		37250	0.333
	K NARESH KUMAR	5000	0.045	12/12/2014			
				19/12/2014	8000	13000	0.116
				31/12/2014	2000	15000	0.134
				9/1/2015	3000	18000	0.161
				23/1/2015	7000	25000	0.223
				13/2/2015	5000	30000	0.268
	- Closing Balance			31/3/2015		30000	0.268
	SHIVANI T. TRIVEDI	2408	0.022	16/1/2015			
				23/1/2015	43147	45555	0.407
				30/1/2015	18354	63909	0.571
	- Closing Balance			31/3/2015		63909	0.571
	RACHANA ANKIT VAKHARIA	14467	0.129	1/4/2014			
				4/4/2014	1000	15467	0.138
				11/4/2014	895	16362	0.146
				18/4/2014	500	16862	0.151
				2/5/2014	213	17075	0.152
				16/5/2014	1200	18275	0.163
				23/5/2014	4800	23075	0.206
				30/5/2014	1001	24076	0.215
				6/6/2014	1500	25576	0.228
				30/6/2014	500	26076	0.233
				1/8/2014	2680	28756	0.257
				8/8/2014	500	29256	0.261

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:****(Rs. in Lacs)**

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		CHAIRMAN	MANAGING DIRECTOR	WHOLETIME DIRECTOR	
		S.J.MARSHALL	N. S. MARSHALL	I. M. PANJU	
1	Gross salary	21.23	33.89	2.70	57.82
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	
2	Stock Option	0	0	0	
3	Sweat Equity	0	0	0	
4	Commission	5.90	5.90	0	11.80
	- as % of profit				
	- others, specify...				
5	Others, please specify				
	Total (A)	27.13	39.79	2.70	69.62
	Ceiling as per the Act	84.00	84.00	84.00	252.00

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		C. B. BAMBAWALE	F. K. BANATWALLA	S. C. SARAN	
	1. Independent Directors				
	• Fee for attending board / committee meetings	0.12	0.09	0.06	0.27
	• Commission	0	0	0	
	• Others, please specify	0	0	0	
	Total (1)	0.12	0.09	0.06	0.27
	2. Other Non-Executive Directors	0	0	0	
	• Fee for attending board / committee meetings				
	• Commission	0	0	0	
	• Others, please specify	0	0	0	
	Total (2)	0	0	0	
	Total (B)=(1+2)	0.12	0.09	0.06	0.27
	Total Managerial Remuneration	0.12	0.09	0.06	0.27
	Overall Ceiling as per the Act	NOT APPLICABLE			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20.23	0.66	20.89
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	"Commission - as % of profit - others, specify..."	0	0	0
	Others, please specify	0	0	0
	Total	20.23	0.66	20.89

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					

ANNEXURE "D"

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
M/s. SIMMONDS MARSHALL LIMITED
MUMBAI-PUNE ROAD, KASARWADI,,
PUNE- 411034.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SIMMONDS MARSHALL LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2015 according to the provisions of:

- I. The Companies Act, 2013 and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act").
- V. We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations with respect to:
 - a. Factories Act, 1948 and rules made thereunder
 - b. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, compensation etc.;
 - c. Acts prescribed under prevention and control pollution;
 - d. Acts prescribed under Environment protection;
 - e. Acts as prescribed under Direct Tax and Indirect Tax;
 - f. Industrial (Development & Regulation) Act, 1951.

- g. Other Acts as applicable as specified in the Management Representation Letter received from the Company.

We have also examined compliance with the applicable clauses of The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited.

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

FOR GMJ & Associates
Company Secretaries

[MAHESH SONI]
PARTNER
FCS : 3706 ; COP : 2324.

Place: Mumbai.
Dated: May 29, 2015

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I

To,
The Members,
M/s. SIMMONDS MARSHALL LIMITED
MUMBAI-PUNE ROAD, KASARWADI,,
PUNE- 411034.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR GMJ & Associates
Company Secretaries

[MAHESH SONI]
PARTNER
FCS : 3706 ; COP : 2324.

Place: Mumbai.
Dated: May 29, 2015

ANNEXURE TO BOARD REPORT 2014-2015

Efficient use of energy in all form has been a consistent corporate trust in the Company. Better maintenance of equipments, improved operating practice and installation of most modern machinery has resulted in lot of saving in energy cost and consumption of raw materials.

A. CONSERVATION OF ENERGY:

The Company is consistently doing research in the field of saving energy by implementing new cost-effective ideas. Form for disclosure of particulars with respect of Consumption of Energy is enclosed herewith.

	Units	Current Year	Previous Year
a. Power & Fuel Consumption Electricity - Purchased			
Unit (KWH)	Units	27.73	27.29
Total Amount	In Rs.	215.33	204.05
Average Rate	per unit	7.76	7.48
b. Consumption per unit of production Electricity (KWH)/Tonne		551.05	680.42

B. TECHNOLOGY ABSORPTION:

a) Research & Development

The Research & Development department of the Company has been arduously working to provide quality and value for money to the customer in keeping with market trends. Research and Development is being carried out in the following areas.

- Making design modifications in the products so as to simplify the manufacturing process and enhance productivity.
- Improvements to tool design.
- Up gradation of machines.
- Design and development of special machines required for increasing capacity.
- Development of equipment required for testing product reliability at various stages.

b) Technology absorption, adaptation and innovation.

Innovation and adaption of number of processes for manufacture of nuts is done to suit Original Equipment Manufacturer's requirements in the Automobile sector. Methods of manufacture and productivity improvement are an on-going process.

C. FOREIGN EXCHANGE EARNED AND USED:

The particulars regarding foreign exchange earnings and expenditure appear at note nos. 35 and 36 to the accounts.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW:

The main business of the Company is manufacturing and sale of Industrial Fasteners used in Auto Industry.

OPPORTUNITIES, THREATS, OUTLOOK, RISKS AND CONCERNS:

Inspite of the dramatic change in the economic environment and the slow down across the board for all sectors of the economy, your Company's turnover increased by 29.53%.

The general outlook with respect to this Industry in India is of caution under immense competitive pressure. However the intrinsic strength of your company has helped us to effectively overcome such pressure and the sales therefore should register a modest but definite growth.

EXPORTS:

The Company is fast consolidating its resources to build a market presence in the international arena. The results are reflected with an impressive increase of 161.09% this year and are also continuing in the current year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Control Systems are designed to ensure the reliability of financial and other record and accountability of executive action to the management's authorization. The internal control systems are reviewed by the top management and by the audit committee of the board and proper follow up action is ensured wherever required. Regular audit committee meetings are held where statutory auditors as well as internal auditors participate and internal audit reports are discussed and reviewed.

The internal audit of the transactions of the Company is carried out and the company is planning to enlarge the scope of work of the internal auditors.

FINANCIAL AND OPERATIONAL PERFORMANCE:

During the year under review, the Company has achieved the sales and other income of Rs. 13,552.99 lacs as against the sales and other income of Rs.10,492.50 lacs in the previous year. The Company has earned net profit before tax of Rs.1,108.81 lacs during the year as against the net profit before tax of Rs. 517.89 lacs in the previous year.

HUMAN RESOURCES:

Development of skills and updating of knowledge are essential for continuous growth of any organization. Your Company considers human resources as a key asset. Therefore, your Company not only implemented many in house training programs but also sent selected employees to suitable outside programs to keep them apprised of the latest developments in the industry and economy.

CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis, of any subsequent developments, events or information.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting of the Board.

During the year 2014-2015, the Board met 5 (Five) times. Details of these Meetings are as follows:-

Sr. No.	Date of Board Meeting
1.	30/05/2014
2.	11/08/2014
3.	07/11/2014
4.	10/02/2015
5.	30/03/2015

The Company has held at least one Board meeting in every three months. The maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

Composition of the Board of Directors has a healthy mix of Executive & Non Executive Directors and ensures the desired level of independence, functioning and decision making.

As mandated by clause 49, none of the Directors are members of more than 10 Board level committees, nor are they Chairman of more than five committees in which they are members.

Table 1 gives the details of the Board as on March 31, 2015.

Table 1: Composition of the Board of Directors.

The details of composition of the Board, category, attendance of Directors at Board Meetings and last Annual General Meeting, number of other directorships and other committee memberships are given below:

Name of Director	Designation	Category	No. of Board Meeting attended	Attendance at last AGM	No. of other companies in which directorships is held		No. of outside committee position held	
					Public	Private	Mem.	Chmn
Mr. Shiamak J. Marshall	Chairman	Executive	5	YES	1	9	--	--
Mr. Navroze S. Marshall	Managing Director	Executive	5	YES	2	10	--	--
Mr. Imran M. Panju	Whole Time Director	Executive	5	YES	--	4	--	--
Mr. S. C. Saran	Director	Non Executive and Independent	2	NO	3	1	--	--
Mr. C. B. Bambawale	Director	Non Executive and Independent	4	NO	--	--	--	--
Mr. F. K. Banatwalla	Director	Non Executive and Independent	4	NO	2	10	--	--
*Mrs. Amrita Verma Chowdhury	Director	Non Executive and Independent	1	NO	--	3	--	--

* Mrs. Amrita Verma Chowdhury was appointed as Additional Director w.e.f 30/03/2015

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE) on Corporate Governance, the report containing the details of Corporate Governance is as under:

1. Corporate Governance and Statement On Company's philosophy on Code of Governance:

Simmonds Marshall Limited ("the Company") is committed to do business in an efficient, responsible, honest and ethical manner. The core values of the Company's Governance process include independence, integrity, accountability, transparency, responsibility and fairness.

Simmonds Marshall Limited is focused towards its vision of:

- Inspiring, nurturing and empowering the next generation of professionals.
- Achieving continuous improvements through innovation and state of the art technology.
- Committing to highest standards in health, safety, security and environment.

The corporate governance structure specifies the distribution of rights, responsibilities and powers among different participants in the corporation. All strategic decisions regarding investment, diversification, major decisions regarding procurement, commercial and finance are preceded ahead after approval of the Board.

The Company is committed to enhance shareholders value in the fair and transparent manner and has been in the forefront for bench marking itself with the best business practices globally.

Strong Governance has indeed helped the Company to deliver wealth to its shareholders in the form of uninterrupted dividends.

2. BOARD OF DIRECTORS:

Composition of the Board

As on March 31, 2015 the structure of the Board of the Company maintained an optimum mix of Executive, Non- Executive and Independent Directors and the same is in conformity with the listing requirements. The Board's current strength is 7 members, who are eminent personalities from various walk of life having rich experience in the field of marketing, finance, industry, business and management.

Besides the Chairman, who is an Executive Promoter Director, the Board comprises of 2 Executive Director, 1 Woman Non-Executive Independent Director and 3 Non-Executive Independent Directors.

Number of Board Meetings

The Board meets at regular intervals to discuss and decide on various issues, including strategy related matters pertaining to the business of the Company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation at the Meetings of the Company. Apart from this, the approval of the Board is obtained through Circulation of Resolution to all the Directors in case some urgent/special situation arises. Such Circular Resolution is also confirmed at the next Board Meeting.

As mandated by Clause 49, the Independent Directors on SML's Board:

- Apart from receiving Sitting fees, do not have any material pecuniary relationships or transactions with the Company, its promoters, its Directors, its senior Management, its subsidiaries and associates, which may affect independence of the Director;
- Are not related to promoters or persons occupying Management positions at the Board level or at one level below the Board;
- Have not been an executive of the Company in the immediately preceding three financial years;
- Are not partners or executives, or were not partners or executives during the preceding three years of any of the following:

Statutory audit firm or the internal audit firm that is associated with the Company, and Legal firm(s) and consulting firm(s) that have a material association with the Company;

- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect independence of the Director;
- Are not substantial shareholders of the Company i.e. owning two per cent or more of the block of voting shares;
- Are not less than 21 years of age

INFORMATION SUPPLIED TO BOARD:

The Board has complete access to all information with the Company.

All Board meetings are governed by a structured agenda which is backed by comprehensive background information. Inter-alia, the following information is regularly provided to the Board, as part of the agenda papers well in advance of the Board meetings, or is tabled in the course of the Board meeting:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the company.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement
- Any transactions that involves substantial payment towards goodwill, brand equity, or intellectual property.

- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer etc.

The Board has an effective post meeting follow up procedure. The Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company, as well as steps taken by the Company to rectify instances of non-compliance.

Familiarization Programme For Independent Directors:

The Company has framed a policy for familiarization programme for Independent Director and the same is disclosed on the website of the Company i.e. (www.simmondsmarshall.com)

3. COMMITTEES OF BOARD:

To focus effectively on the issues and ensure expedient resolution of the diverse matters, the Board has constituted a set of Committees of independent Directors with specific terms of reference / scope. The committee operates as empowered agents of the board. The inputs and details required for the decision is provided by the operating managers. The Minutes of the Meeting of all the Committees of the board are placed before the board for discussions / noting.

Details of the committee of the board and other related information are as follows:

3.1 AUDIT COMMITTEE:

The Company has a qualified and independent Audit Committee comprising of three Directors. The broad terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All the members have financial and accounting knowledge.

The Committee acts as a link between the Management, the Internal Auditors, the Statutory Auditors and the Board of Directors of the Company. The Committee focus its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before its adoption by the Board, review of the internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

The Senior Manager – Finance Manager of the Company and the representative of the Statutory Auditors is always invited to attend these meetings.

The terms of reference of the Audit Committee are as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit functions
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management, if any;
- Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- Internal audit reports relating to internal control weaknesses, if any.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

All the members have financial and accounting knowledge.

Head of the Finance and Accounts Department, representative of the Statutory Auditors and other executives as are considered necessary, attend meetings of the Audit Committee.

The Committee met (4) four times during the year on 21/05/2014, 11/08/2014, 07/11/ 2014 and 10/02/2015.

Attendance record at the meetings of the Audit Committee of Directors during financial year 2014–15:

The names of members of committee and their attendance are as follows:

Name of the Members	Status	No. of Meetings Attended
Mr. F. K. Banatwalla	Chairman	4
Mr. Navroze S. Marshall	Member	4
Mr. S. C. Saran	Member	3

3.2 NOMINATION AND REMUNERATION COMMITTEE:

In compliance of Section 178 of Companies Act, 2013 the Board renamed the Remuneration Committee as "Nomination and Remuneration Committee". The Nomination and Remuneration Committee currently comprises of Mr. C. B. Bambawale, Independent Director as Chairman, Mr. S. C. Saran and Mr. F. K. Banatwalla as members. All matters relating to review and approval of compensation payable to the executive and non-executive directors are considered by the Nomination and Remuneration Committee and necessary recommendations are made by the Committee to the Board for the approval within the overall limits approved by the Members and as per Schedule V to the Companies Act, 2013.

Terms Of Reference Of Nomination And Remuneration Committee:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.

- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

Policy Relating To Remuneration Of Directors, KMP & Senior Management Personnel:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
 - Responsibilities and duties;
 - Time & efforts devoted;
 - Value addition;
 - Profitability of the Company & growth of its business;
 - Analyzing each and every position and skills for fixing the remuneration yardstick;
 - Standards for certain functions where there is a scarcity of qualified resources.
 - Ensuring tax efficient remuneration structures.
 - Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
 - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

The Company pays remuneration to its Chairman, Managing Director and its Whole time Director by way of Salary, perquisites and allowances. Salary is paid within the range as approved by the Shareholders and as per Schedule V to the Companies Act, 2013. The Board approves all the revisions in salary, perquisites and allowances subject to the overall ceiling prescribed by Section 197 and 198 of the Companies Act, 2013.

The names of members of committee and their attendance are as follows:

Name of the Members	Status	No. of meetings Attended
Mr. C. B. Bambawale	Chairman	1
Mr. S. C. Saran	Member	1
Mr. F. K. Banatwalla	Member	1

The details of remuneration paid to executive directors during the financial year 2014-15 are given below:

Particulars	Shiamak Jeejeebhoy Marshall	Navroze Shiamak Marshall	Imran M. Panju
Salary	2,125,908/-	33,89,112/-	2,70,000/-
Fixed Components: Contribution to Provident Fund	4,32,196/-	11,97,372/-	95,391/-
Commission	5,89,823/-	5,89,823/-	--
Total	31,47,927/-	5,176,307/-	3,65,391/-

The details of remuneration paid to non executive directors during the financial year 2014-2015 are given below:

Particulars	S. C. Saran	C. B. Bambawale	F. K. Banatwalla
Sitting Fees	₹ 6000/-	₹ 12000/-	₹ 9000.00
Shareholding in the Company	--	10 shares	--

3.3 RISK MANAGEMENT POLICY:

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management and (b) to establish a framework for the company's risk management process and to ensure its implementation (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and (d) to assure business growth with financial stability.

A Risk Management Policy was reviewed and approved by the Committee

3.4 STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company have renamed the existing Shareholders / Investors Grievance Committee as Stakeholders Relationship Committee in order to align it with the provisions of section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee has been constituted to strengthen the investor relations and to inter-alia, resolve the grievances of security holders pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

The Stakeholders Relationship Committee of the Company comprises of three Independent Directors. Ms. Priya Shetty is the Company Secretary & Compliance Officer of the Company.

The Company has designated the e-mail ID: ndb@simmondsmarshall.com exclusively for the purpose of registering complaint by investors electronically. This e-mail ID is displayed on the Company's website i.e. (www.simmondsmarshall.com)

During the financial year ended March 31, 2015, 4 [Four] meetings were held on 30/05/2014, 11/08/2014, 07/11/2014 and 10/02/2015.

SIMMONDS MARSHALL LIMITED

The names of members of Shareholders Grievance Committee are as under:-

Name of the Members	Status	No. of Meetings Attended
Mr. C. B. Bambawale	Chairman	4
Mr. Navroze S. Marshall	Member	4
Mr. S. C. Saran	Member	2

Ms. Priya Shetty Company Secretary is the Compliance Officer.

The following table shows the nature of complaints received from the shareholders during the year 2014-15:

Sr. No.	Nature of Complaints	Received	Disposed Off	Pending
1.	Non Receipt of Share Certificates after transfer	NIL	NIL	NIL
2.	Non Receipt of Demat Rejected S/C's	NIL	NIL	NIL
3.	Others	NIL	NIL	NIL
	Total	NIL	NIL	NIL

There were no shares pending for transfer as on 31st March, 2015

4. GENERAL BODY MEETINGS:

I. The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue
31.03.2014	23.09.2014	12.00 Noon	Kwality Restaurant, Mumbai - Pune Road, Chinchwad, Pune – 411 019
31.03.2013	17.09.2013	12.00 Noon	-- As above --
31.03.2012	26.09.2012	12.00 Noon	-- As above --

II. Whether any Special Resolution passed in previous 3 AGM's :

Date of AGM	Description of Special Resolution
23.09.2014	(i) Special resolution for re-appointment of Mr. S. J. Marshall as Chairman of the Company for a period of 3 years. (ii) Special resolution for re-appointment of Mr. N. S. Marshall as Managing Director of the Company for a period of 3 years. (iii) Special resolution for re-appointment of Mr. I. M. Panju as Whole time Director of the Company for a period of 3 years. (iv) Special Resolution under 180(1)(c) for borrowing. (v) Special Resolution under 180(1)(a) for creation of security
17.09.2013	No Special resolution was passed
26.09.2012	No Special resolution was passed

III. Whether any Special Resolution passed last year through Postal Ballot – details of voting pattern: No special resolution was required to be put through postal ballot last year.

IV. Person who conducted the postal ballot exercise : NOT APPLICABLE

V. Whether any special resolution is proposed to be conducted through postal ballot : NOT APPLICABLE

7. GENERAL SHAREHOLDERS INFORMATION:

7.1 ANNUAL GENERAL MEETING

	: Date, Time and Venue
ANNUAL GENERAL MEETING	: 55th Annual General Meeting.
DAY & DATE	: Wednesday, September 23, 2015
TIME	: 12 Noon.
VENUE	: Kwality Restaurant, Near Titan Showroom, Mumbai - Pune Road, Chinchwad, Pune - 411 019.

7.2 FINANCIAL CALENDAR:

* Financial reporting for the quarter ended June 30, 2014 [Unaudited]	: Mid of Aug. 2014
* Financial reporting for the quarter ended Sept.30, 2014 [Uuaudited]	: Mid of Nov. 2014
* Financial reporting for the quarter ended Dec. 31, 2014 [Unaudited]	: Mid of Feb., 2015
* Financial reporting for the year ended March 31, 2015 [Audited]	: Mid of May, 2015
* Annual General Meeting for the year ended March 31, 2014	: End of Sep., 2014

7.3 DATE OF BOOK CLOSURE: 15/09/2015 TO 22/09/2015 [Both days inclusive].

7.4 DIVIDEND PAYMENT DATE: On or After 28/09/2015.

7.5 LISTING ON STOCK EXCHANGES:

The Company's Shares are listed on BSE Limited. The annual listing fee for the year 2015-16 has been paid.

7.6 STOCK CODE OF THE COMPANY:

BSE Limited, Mumbai	
Scrip Name	: SIMMONDS MARSHALL LIMITED.
Scrip Code	: 507998
Electronic Mode (ISIN)	: INE657D01021
DEPOSITORY CONNECTIVITY	: NSDL and CDSL.
ISIN NO. FOR THE COMPANY'S SECURITY	: INE657D01021

7.7 STOCK PRICES DATA & PERFORMANCE IN COMPARISON TO BSE SENSEX: [AS OBTAINED FROM BSE WEBSITE]

High, Low during each month in last financial year

	Company's Share [Rs.]		BSE Sensex	
Month	High	Low	High	Low
April, 2014	24.70	21.00	22939.31	22197.51
May, 2014	27.40	18.00	25375.63	22277.04
June, 2014	29.80	22.65	25725.12	24270.20
July, 2014	30.50	24.10	26300.17	24892.00
August, 2014	46.00	27.00	26674.38	25232.82
Sept., 2014	54.10	37.50	27354.99	26220.49

5. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large :

There were no transactions of material nature other than reported under "Related Party Disclosures" that have been entered into by the Company with the promoters, directors, their relatives and the management and in any Company in which they are interested, that may have potential conflict with the interest of the Company.

- (ii) Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other statutory authority on any matter related to capital market, during the last three years:

The Company has complied with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last three years.

- (iii) Vigil Mechanism /Whistle Blower Policy:

Pursuant to Section 177 (9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Company has adopted a Vigil Mechanism/Whistle Blower Policy. The Company believes in professionalism, transparency, integrity and ethical behavior and had thus established a 'Whistle Blower Policy' to facilitate employees to report concerns of any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. No employee of the company has been denied access to the Audit Committee of the Board of Directors.

- (iv) Details Of Compliance With Mandatory Requirement And Adoption Of Non Mandatory Requirement of this Clause :

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchange and has implemented the following non mandatory requirements:

- 1) The Board: Not Applicable since the Company has Executive Chairman
- 2) Shareholders Rights: Presently the company is not sending half yearly communication.
- 3) Audit Qualification: It is always the company's endeavor to present unqualified financial statements. There are no audit qualifications in the company's financial statement for the year under review.
- 4) Separate posts of Chairman and CEO: The Company is already having separate posts for Chairman, Managing Director/CEO.
- 5) Reporting of Internal Auditor : The Internal Auditor is directly reporting to Audit Committee.

6. MEANS OF COMMUNICATION

- (i) Quarterly results: Results are submitted to Stock Exchange, published in newspapers and uploaded on the Company's website.
- (ii) Newspapers wherein results normally prominent: Free Press Journal & Navshakti.
- (iii) Any website where displayed: www.simmondsmarshall.com
- (iv) Whether it also displays official news releases: No official release was made.
- (v) The presentations made to institutional investors or to the analysts : No presentations were made during the year

October, 2014	44.35	38.25	27894.32	25910.77
November, 2014	77.00	40.10	28822.37	27739.56
December, 2014	74.15	59.00	28809.64	26469.42
January, 2015	90.50	62.55	29844.16	26776.12
February, 2015	83.65	66.50	29560.32	28044.49
March, 2015	78.50	65.25	30024.74	27248.45

7.8 REGISTRAR & TRANSFER AGENTS UNDER PHYSICAL AND DEMAT MODE:

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

7.9 SHARE TRANSFER SYSTEM:

Share Transfer Requests are received at the registered office of the Company as well as directly at RTAs office. RTA does the verification and processing of documents. In order to comply with the requirements of SEBI Circular Nos. CIR/MIRSD/8/2012 dated July 5, 2012 to effect transfer of shares within 15 days, the RTA has been authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals. The share certificates duly endorsed for transfer are returned to shareholders within stipulated time of 15 days.

7.10 DISTRIBUTION OF SHAREHOLDING:

SHAREHOLDING PATTERN AS ON MARCH 31, 2015:

Category	No. of shares held	% of shareholding
Promoters & Promoter Group	62,65,558	55.94
Mutual Funds /UTI	--	--
Financial Institutions / Banks	500	0.00
Bodies Corporate	17,34,545	15.49
Indian Public	31,54,517	28.17
NRI / OCBs	44,880	0.40
Total	1,12,00,000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2015:

No. of Equity Shares held	NO. OF SHAREHOLDERS	No. of Shares held	% of Equity Capital
Upto 500	2177	600657	5.38
501-1000	357	322931	2.88
1001-5000	489	1099139	9.81
5001-10000	55	412392	3.68
10001 & 100000	32	850551	7.59
100001 & above	8	7914330	70.66
Total	3118	1,12,00,000	100.00

DEPOSITORY CONNECTIVITY: NSDL and CDSL.**7.11 DEMATERIALISATION OF SHARES AND LIQUIDITY:**

As on March 31, 2015, 10,518,665 Shares representing 93.92% of total Equity Shares were held in dematerialized form with NSDL and CDSL.

Liquidity: Average Monthly Trading Volume of the Company's Shares on BSE during financial year 2014-15

Number of Trades : 3904

Number of Shares : 298131 Equity Shares

ISIN NO. FOR THE COMPANY'S SECURITY : INE657D01021.**7.12 OUTSTANDING GDR'S /ADR'S / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY: NOT APPLICABLE****7.13 PLANT LOCATIONS:** Mumbai Pune Road, Kasarwadi, Pune- 411 024.**7.14 ADDRESS FOR CORRESPONDENCE:****SIMMONDS MARSHALL LIMITED**

Mumbai Pune Road, Kasarwadi

Pune- 411 034.

E-mail : ndb@simmondsmarshall.com

Telephone Nos: 020-30782160

8. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT:

The Company has adopted a Code of Conduct for the Directors, Senior Management Personnel and Employees of the Company. The members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the code for the effective period. The Declaration by the Chairman to that effect forms part of this Report.

9. MANAGEMENT DISCUSSIONS & ANALYSIS:

Management Discussion and Analysis Report is given in a separate section forming part of the Directors' Report in this Annual Report.

10. STEPS FOR PREVENTION OF INSIDER TRADING

In compliance of the SEBI (Prevention of Insider Trading) Regulations as amended in 2002, the Company has issued comprehensive guidelines advising and cautioning management staff and other relevant business associates on the procedure to be followed while dealing in equity shares of the Company, and disclosure requirements in this regard.

Further, in compliance with the requirements of the Regulation 8 & Regulation 9 of the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI Circular dated May 11, 2015; the Board of Directors at its meeting held on May 30, 2015 formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by its employees and other connected persons. These are being uploaded on the official website of the Company.

11. CEO CERTIFICATION:

As required under Clause 49 of the Listing Agreement a Certificate duly signed by Mr. N.S. Marshall, has been obtained. The Certificate is annexed to this Report.

12. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:

The Company has obtained a Certificate from Auditors of the Company regarding compliance with the provisions relating to the corporate governance laid down in clause 49 of the Listing Agreement with the Stock Exchange. This Certificate is annexed to the report.

13. DECLARATION:

All the members of the Board and senior Management Personnel of the Company have affirmed due observation of the code of the conduct, framed pursuant to clause 49 of the Listing Agreement with Stock Exchange is so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2015.

By order of the Board of Directors
For **Simmonds Marshall Limited**

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

S. J. MARSHALL
(DIN: 00085682)
CHAIRMAN

May 29, 2015

ANNEXURE TO CORPORATE GOVERNANCE REPORT**Declaration regarding affirmation of Code of Conduct**

In terms of the requirements of the amended clause 49 I (D) (ii) of the listing agreement, this is to confirm that all the members of the Board and the senior managerial personnel have affirmed compliance with the code of conduct for the year ended 31st March, 2015.

Place : Mumbai
Dated : May 29, 2015

S. J. MARSHALL
CHAIRMAN

CERTIFICATION BY CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER

The Board of Directors
Simmonds Marshall Limited
Mumbai Pune Road
Kasarwadi
Pune - 411 034

I, the undersigned, in my capacity as Chief Executive Officer of Simmonds Marshall Limited ("the Company"), to the best of my knowledge and belief certify that:

- a. I have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2015 and that to the best of my knowledge and belief :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) these statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept the responsibility for establishing and maintaining internal controls and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps taken or propose to take to rectify these deficiencies.
- d. I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Mumbai
Dated : May 29, 2015

N. S. MARSHALL
MANAGING DIRECTOR

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Simmonds Marshall Limited,

We have examined the compliance of conditions of Corporate Governance by Simmonds Marshall Limited ('the Company') for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & Associates
Company Secretaries

[MAHESH SONI]
PARTNER
FCS : 3706; COP : 2324

Place : Mumbai
Dated : May 29, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SIMMONDS MARSHALL LIMITED REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying standalone financial statements of Simmonds Marshall Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred in under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from 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.
5. 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.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, read together with notes to the accounts thereon, give the

information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of balance sheet of the state of affairs of the Company as at March 31, 2015,
- b. in the case of Profit and Loss Account, of the profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
8. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 31 to the financial statements.
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

HITESH R. SHAH
Partner
Membership No. 104795

Mumbai, May 29, 2015

ANNEXURE TO THE AUDITORS' REPORT

(ANNEXURE REFERRED TO IN PARAGRAPH 7 OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015 OF SIMMONDS MARSHALL LIMITED)

- i. (a) The Company is in process of updating its records showing particulars, including quantitative details and situation of fixed assets;
- (b) According to information and explanations provided to us the company had carried out physical verification of its major assets viz. plant and machineries in earlier year, in accordance with its policy to conduct physical verification once in five years in a phased manner, which in our opinion, is reasonable having regard to the size of the company and nature of its business. We have been informed that necessary adjustments in respect of discrepancies if any between physical asset and book record will be made in the books on updation of its fixed assets register.
- ii. (a) As explained to us, inventory have been physically verified during the year by the management, except for inventory lying with outside parties, for which confirmations have been obtained from them.
- (b) In our opinion and according to the information and explanation given to us, the procedures followed by the management for physical verification of inventory, are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records of the Company, we are of the opinion that, the Company is maintaining proper records of its inventory. Discrepancies which were noticed on physical verification of inventory as compared to book records have been properly dealt with in the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any loan to any party covered in the register maintained u/s 301 of the Companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weaknesses have been noticed in the internal controls.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provision of the Companies Act and the rule framed there under during the year. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal.
- vi. We have broadly reviewed the cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 143 (1) of the Companies Act, 2013 and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made detailed examination of records with a view to determine whether they are accurate.
- vii. (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues as mentioned above as at March 31, 2015 for a period of more than six months from the date they became payable except Income Tax Demand of ₹3.68 lakhs, which the company expects to get adjusted against refund arising on account of pending rectifications.

- (b) According to the information and explanations given to us, there are no dues of Value Added Tax, Wealth Tax, Service Tax, Excise Duty, Customs Duty or Cess outstanding on account of any dispute except as mentioned below:

Name of the Statute	Financial Year	Forum where matter is pending	Amount (₹ in Lakhs)
Income Tax	2006 – 2007	Appeal filed by the Departmental to the Income Tax Appellate Tribunal	21.14
Income Tax	2007 – 2008	Rectification u/s. 154 to Income Tax Officer	6.62
Income Tax	2008 – 2009	Rectification u/s. 154 to Income Tax Officer	32.11
Income Tax	2009 – 2010	Rectification u/s. 154 to Income Tax Officer	58.99
Income Tax	2010 – 2011	Commissioner of Income Tax (Appeal)	0.31
Income Tax	2011 – 2012	Commissioner of Income Tax (Appeal)	3.36

- (c) According to the information and explanations given to us and based on the documents and records produced to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act, 1956 and the rules made thereunder have been so transferred.
- viii. The Company does not have accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- ix. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not defaulted in repayment of dues to banks.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
- xi. According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- xii. Based on the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

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

HITESH R. SHAH
Partner
Membership No. 104795

Mumbai, May 29, 2015

SIMMONDS MARSHALL LIMITED

Balance Sheet as at March 31, 2015

Particulars	Note No.	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	2	224.00	224.00
(b) Reserves and surplus	3	4,090.26	3,465.47
		4,314.26	3,689.47
2 Non-Current Liabilities			
(a) Long-term borrowings	4	1,595.64	1,425.67
(b) Deferred tax liabilities (Net)	5	248.02	248.85
(c) Long Term Provision	6	28.00	-
		1,871.66	1,674.52
3 Current Liabilities			
(a) Short-term borrowings	7	1,586.82	1,461.97
(b) Trade payables	8	1,509.63	951.36
(c) Other current liabilities	9	807.45	374.83
(d) Short-term provisions	10	222.91	137.71
		4,126.81	2,925.87
TOTAL		10,312.73	8,289.86
B ASSETS			
1 Non-Current Assets			
(a) Fixed assets	11		
(i) Tangible asset		2,196.86	1,930.00
(ii) Intangible assets		356.97	207.16
		2,553.83	2,137.16
(b) Non-current investments	12	345.41	330.84
(c) Long-term loans and advances	13	118.15	272.23
(d) Other Long-term assets	14	12.94	29.36
		3,030.33	2,769.59
2 Current Assets			
(a) Inventories	15	3,161.82	2,222.84
(b) Trade receivables	16	3,293.14	2,615.14
(c) Cash and cash equivalents	17	563.15	516.01
(d) Short-term loans and advances	18	259.10	162.68
(e) Other current assets	19	5.19	3.60
		7,282.40	5,520.27
TOTAL		10,312.73	8,289.86
NOTES TO THE ACCOUNTS	1		
The accompanying notes including other explanatory information form an integral part of the financial statements.			

As per our report attached of even date

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

Hitesh R Shah
Partner
M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL
N S MARSHALL
I M PANJU
F K BANATWALLA
C. B. BAMBAWALE
A.V.CHOWDHURY
N D BHARUCHA
PRIYA SHETTY

Chairman
Managing Director

} Directors

Chief Financial Officer
Company Secretary

Cash Flow Statement for the year ended March 31, 2015

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
A. Cash flow from operating activities				
Net Profit before tax		1,108.81		694.93
Adjustments for:				
Depreciation and Amortisation				
For Current Year	374.84		206.45	
For Prior Period	-		15.80	
	<u>374.84</u>		<u>222.25</u>	
Loss on sale of assets	-		-	
Profit on sale of assets	(0.53)		(1.40)	
Finance costs	396.94		331.10	
Interest income	(17.51)		(18.17)	
Dividend income	(0.15)		(0.15)	
		<u>753.59</u>		<u>533.63</u>
Operating profit before working capital changes		1,862.40		1,228.56
Adjustments for:				
Inventories	(938.98)		(32.81)	
Trade receivables	(678.00)		(287.66)	
Loans and Advances	(78.56)		7.78	
Trade payables and other payables	<u>1,068.54</u>		<u>90.89</u>	
		<u>(627.00)</u>		<u>(221.80)</u>
Cash Flow Generated from Operation		1,235.40		1,006.76
Net income tax (paid)		<u>(371.45)</u>		<u>(171.61)</u>
Net cash flow from operating activities (A)		863.94		835.15
B. Cash flow from investing activities				
Purchase of Fixed Assets		(665.51)		(370.68)
Sale of Fixed Assets		13.26		17.18
Investments in Subsidiary		(14.57)		(30.98)
Interest Income		17.51		18.17
Dividend received		0.15		0.15
Net cash flow from investing activities (B)		(649.16)		(366.16)
C. Cash flow from financing activities				
Proceeds from Issue of equity shares		-		-
Long Term Borrowings (net)		169.97		46.77
Short Term Borrowings (net)		124.85		(178.13)
Finance cost		(396.94)		(331.10)
Dividends paid		(56.00)		(56.00)
Tax on dividend paid		(9.52)		(9.52)
Net cash flow from financing activities (C)		(167.64)		(527.98)
Net increase in Cash and cash equivalents (A+B+C)		47.14		(58.99)
Cash and cash equivalents at the beginning of the year		<u>516.01</u>		<u>575.00</u>
Cash and cash equivalents at the end of the year		563.15		516.01

As per our report attached of even date

For S H R & CO

Chartered Accountants

FRN: 120491W

Hitesh R Shah

Partner

M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL**N S MARSHALL****I M PANJU****F K BANATWALLA****C. B. BAMBAWALE****A.V.CHOWDHURY****N D BHARUCHA****PRIYA SHETTY**

Chairman

Managing Director

Directors

Chief Financial Officer

Company Secretary

Statement of Profit and Loss for the year ended March 31, 2015

Particulars	Note No.	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
1 (a) Sale of Products (gross)		14,808.60	11,635.14
Less: Excise duty		(1,448.67)	(1,321.04)
		<u>13,359.93</u>	<u>10,314.10</u>
(b) Other Operating Revenue			
Sale of Scrap (net of excise)		<u>153.62</u>	<u>116.84</u>
Revenue from operations (Net) (a + b)		13,513.55	10,430.94
2 Other income	20	<u>39.44</u>	<u>61.56</u>
3 Total revenue (1+2)		13,552.99	10,492.50
4 Expenses			
(a) Cost of materials consumed	21	5,192.96	4,359.32
(b) Purchase of traded goods		49.89	74.09
(c) Changes in inventories of finished goods and work-in-progress	22	(353.09)	(89.80)
(d) Employee benefits expense	23	2,313.55	1,566.78
(e) Finance costs	24	396.94	331.10
(f) Depreciation and amortisation expense		374.84	206.45
(g) Other expenses	25	<u>4,469.09</u>	<u>3,349.63</u>
5 Total expenses		<u>12,444.18</u>	<u>9,797.57</u>
6 Profit before tax (3 - 5)		1,108.81	694.93
7 Tax expense:			
(a) Current tax		400.44	217.00
(b) Deferred tax		(0.83)	39.31
(c) Tax adjustments of earlier years		<u>(3.44)</u>	<u>-</u>
		396.17	256.31
8 Profit for the year (6 - 7)		712.64	438.62
9 Earnings per share Basic & Diluted (₹):	29	6.36	3.92
10 Weighted Average Number of Equity Shares (Face Value of ₹ 2 each/-)		1,12,00,000	1,12,00,000
NOTES TO THE ACCOUNTS	1		
The accompanying notes including other explanatory information form an integral part of the financial statements.			

As per our report attached of even date

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

Hitesh R Shah
Partner
M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL
N S MARSHALL
I M PANJU
F K BANATWALLA
C. B. BAMBAWALE
A.V.CHOWDHURY
N D BHARUCHA
PRIYA SHETTY

Chairman
Managing Director

} Directors

Chief Financial Officer
Company Secretary

Notes forming part of the Financial Statements for the year ended on March 31, 2015

Note Particulars

1 Significant Accounting Policies

1.1 Basis of Accounting and Preparation of Financial Statements

The financial statements are prepared under historical cost convention on the accrual basis of accounting in accordance with the generally accepted accounting principles, the applicable mandatory Accounting Standards and the relevant provisions of the Companies Act, 2013.

1.2 Use of estimates

The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. All cost, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

1.4 Investments

Recognition and Measurement:

Investments, which are readily realisable and intended to be held for not more than one year from balance sheet date, are classified as current investments. All other investments are classified as non-current investments.

Non Current investments which are intended to be held for more than a year, from the date of acquisition, are considered as long-term investments and are carried at cost. However, provision for diminution in value of investments is made to recognise a decline, other than temporary, in the value of the investments. Investments other than long-term investments being current investments are valued at cost or fair value whichever is lower, determined on an individual basis.

1.5 Inventories

Inventories are valued at lower of cost or net realisable value.

- i) Cost of raw materials, stores & spare parts, packing materials and loose tools is arrived at on the basis of weighted average cost.
- ii) Work in process and finished goods include conversion costs in addition to landed cost of raw materials.
- iii) Scrap is valued at net realisable value.

1.6 Revenue Recognition

- i) Sale is recognised on despatch of goods. Export sales are accounted for on basis of the dates of bill of lading. Sales are net of trade discounts, sales tax, sales returns and remissions. Excise Duty recovered is presented as reduction from gross turnover.
- ii) Revenue from services is recognised when services are rendered.
- iii) Dividend is accounted when right to receive is established.
- iv) Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

- v) Export benefits under duty exemption scheme is being accounted in the year of exports.

1.7 Sale of Turnings, Borings and Pallets

Sale of turnings, borings and pallets coming out of the production line as scrap, shown as other operating revenue.

1.8 Depreciation**(i) Tangible Assets**

Depreciation on assets is provided on Straight Line Method, pro-rata to the period of use, based on the useful life of the assets as prescribed under the Schedule II of the Companies Act, 2013.

(ii) Intangible Assets

- (a) Cost relating to Goodwill an intangible asset, which is acquired is capitalised and amortised on a straight line basis over useful life of 10 years.
- (b) Costs relating to the acquisition of software and licenses are capitalized and subsequently amortized over the estimated useful life of 3 years.
- (c) Expenditure incurred on acquiring manufacturing rights and trade mark is amortised on straight line method over the period of agreement i.e. 3 years.

1.9 Foreign Currency Transactions

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of the transactions. Monetary items (i.e. receivables, payables, loans etc) denominated in foreign currency and outstanding at the Balance Sheet date are translated at the exchange rate prevailing on the date of balance sheet. Exchange difference arising on settlement and conversion of foreign currency transactions are recognised as income or expense in the period in which they arise, except to the extent it results to long term monetary items.

During the year, consequent to the notification No.F.NO.17/133/2008 - CL V dated March 29, 2011 revising Accounting Standard (AS) 11 'The Effects of Change in Foreign Exchange Rates', the company has exercised the option in terms of paragraph 46A. Accordingly the exchange differences arising on settlement / translation of long term monetary items utilised for acquisition of fixed assets are adjusted to the carrying cost of fixed assets and depreciated over its remaining useful life.

Non-monetary items denominated in foreign currency are carried at the exchange rate in force at the date of the transaction.

1.10 Employee benefits**i) Defined Contribution Plan:**

Employee benefits in the form of contribution to Superannuation Fund, Provident Fund, Employees State Insurance Corporation and Labour Welfare Fund are considered as defined contribution plan and the same is charged to the statement of profit and loss for the year when the contributions to the respective funds are due.

ii) Defined Benefit Plan:**Gratuity**

The company has an obligation towards gratuity, a defined benefit plan covering eligible employees. The company has created an Employees' Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India. Company's contribution are based on actuarial valuation, using the projected unit credit method, as at the date of the balance sheet. Actuarial gains / losses, if any, are recognised in the statement of profit and loss.

iii) Other Long Term Benefits:**Compensated Absences**

The company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / entitlement. Compensated absences are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the balance sheet. Actuarial gains / losses, if any, are immediately recognised in the statement of profit and loss.

1.11 Borrowing costs

Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take substantial period of time to get ready for the intended use are capitalised. Other borrowing costs are charged to the profit and loss account.

1.12 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.13 Taxation

Tax Expenses comprises of current tax and deferred tax.

Current Tax is provided on taxable income using applicable tax rates and tax laws.

The deferred tax for timing difference between the book and tax profits/losses for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of Balance Sheet date.

Deferred tax assets arising on account of unabsorbed depreciation and brought forward losses are recognised to the extent there is virtual certainty that the assets can be realised in future.

Advance Taxes and provision for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same governing taxation laws.

1.14 Impairment of Assets

The Company assesses at each balance sheet date for possible impairment in carrying value of assets based on external and internal sources of information and indications. In case of recoverable amount of assets / cash generating unit is less than carrying amount, impairment loss is recognised in the Profit & Loss Account for difference in carrying value of assets / cash generating units and recoverable amount.

1.15 Provision and contingent liabilities

- i) Provision in respect of present obligation arising out of past events is made in accounts when reliable estimates can be made of the amount of obligation and it is probable that an outflow of resources will be required to settle the obligation.
- ii) Contingent liabilities are disclosed by way of note to the financial statements after careful valuation by the management of the facts and legal aspects of matter involved. Contingent Assets are not recognised in the financial statements.

NOTE 2: SHARE CAPITAL

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Authorised 5,00,00,000 Equity shares of ₹ 2 each (Previous Year 5,00,00,000 Equity shares of ₹ 2 each)	1,000.00	1,000.00
	<u>1,000.00</u>	<u>1,000.00</u>
(b) Issued, Subscribed and fully paid up 1,12,00,000 Equity shares of ₹ 2 each (Previous Year 1,12,00,000 Equity shares of ₹ 2 each)	224.00	224.00
TOTAL	<u>224.00</u>	<u>224.00</u>

2.1: Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares				
Shares outstanding at the Beginning of the year	1,12,00,000	224.00	1,12,00,000	224.00
Changes during the year	-	-	-	-
Shares outstanding at the end of the year	<u>1,12,00,000</u>	<u>224.00</u>	<u>1,12,00,000</u>	<u>224.00</u>

2.2: Terms / Rights attached to shares:

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

2.3: Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	%Holding	No. of Shares	%Holding
Equity Shares				
Navroze S Marshall	1,493,548	13.34	1,463,298	13.07
Shiamak J Marshall	1,512,965	13.51	1,512,965	13.51
Maki S Marshall	1,630,435	14.56	1,630,435	14.56
Kamal I Panju	717,155	6.40	717,155	6.40
Kayan J Pandole	710,655	6.35	710,655	6.35
Clover Technologies Pvt. Ltd.	1,588,772	14.19	1,694,462	15.13

NOTE 3: RESERVES AND SURPLUS

Particulars		As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a)	Securities Premium Reserve		
	Opening balance	154.00	154.00
	Add : Amount received during the year	-	-
	TOTAL	154.00	154.00
(b)	General Reserve		
	Opening balance	480.00	424.00
	Add: Transferred from statement of Profit and Loss	50.00	56.00
	TOTAL	530.00	480.00
(c)	Surplus as per Statement of Profit & Loss		
	Balance brought forward	2,831.53	2,514.37
	Add: Profit for the year	712.64	438.62
	Less:		
	Dividends proposed to be distributed to equity shareholders (₹0.50 per share)	56.00	56.00
	Tax on dividend	11.40	9.52
	Transferred to General Reserve	50.00	56.00
	Deprecation Written off (Note 42)	20.51	-
	TOTAL	3,406.26	2,831.47
	TOTAL	4,090.26	3,465.47

The Board of Directors at its meeting held on May 29, 2015 has recommended a final dividend of ₹0.50 per equity share. This proposal is subject to approval of shareholders at the ensuing Annual General Meeting.

NOTE 4: LONG TERM BORROWINGS

Particulars	As at March 31, 2015		As at March 31, 2014	
	₹ in Lakhs Non Current	₹ in Lakhs Current	₹ in Lakhs Non Current	₹ in Lakhs Current
I. SECURED				
(A) Term loans				
(i) Rupee Loan From Banks				
(a) Under Consortium				
1 Union Bank of India	-	1.37	1.06	3.58
2 ICICI Bank Limited	-	-	-	40.00
(b) Others				
1 Zoroastrian Cooperative Bank Ltd.	424.89	156.51	103.81	48.49
2 ICICI Bank Limited	-	-	-	1.87
(ii) Foreign Currency Loan (ECB) - ICICI Bank Limited	507.46	126.86	608.78	63.92
(B) From other parties				
Vehicle Loan	9.99	13.73	6.02	5.91
	942.34	298.47	719.67	163.77
II. UNSECURED				
(i) Loans and advances from related parties	653.30	-	706.00	-
	653.30	-	706.00	-
TOTAL	1,595.64	298.47	1,425.67	163.77

4.1: Additional information to secured / unsecured loans

The long term portion of term loans are shown under long term borrowings and current maturities (payable within twelve months) of long term borrowings are shown under the current liabilities as per disclosure requirement of the Revised Schedule VI.

4.2: Details of securities and Terms of payment
1. Under Consortium - 4 (I) (A) (i) (a)
(i) Details of Security

- (i) First pari passu charge over present and future movable fixed assets of the company i.e. plant and machineries, equipments and entire block of assets other than specific assets financed by respective banks.
- (ii) All loans are secured against the personal guarantee of Chairman.
- (iii) Loan from ICICI is secured against the personal guarantee of Managing Director.

2. Others -4 (I) (A) (i) (b)

Particulars	Maturity Period from the date of Balance Sheet (₹ in Lakhs)				
	1 - 2 years	2 - 3 years	3 - 5 years	5 years and Above	TOTAL
Zorostrian Co.op. Bank Ltd.	133.12	129.54	156.82	5.42	424.89
Rate of Interest	10.50% to 14.00%				
Details of Security					
Secured by first charge by way of hypothecation of assets acquired under the specific facility granted by the Bank. All loans are secured against the personal guarantee of Chairman.					

Other Terms

Amount disbursed under the term loan shall be repaid in monthly installements varying from ₹32,280/- to ₹4,95,100/- (including Interest), over a period of 5 to 59 months.

3. Foregin Currency Loan (ECB) - 4 (I) (A) (ii)

Particulars	Maturity Period from the date of Balance Sheet (₹ in Lakhs)				
	1 - 2 years	2 - 3 years	3 - 5 years	5 years and Above	TOTAL
ICICI Bank Limited	158.58	174.44	174.44	-	507.45
Rate of Interest	LIBOR + 5%				
Details of Security					
Secured by first and exclusive charge on plant & machineries funded under the ECB.					
Secured by Fixed Deposit amounting to ₹ 123.35 lakhs kept with the bank.					
All loans are secured against the Corporate guarantee of M/s. J. N. Marshall & Company (Engineering Department) and the personal guarantee of Chairman and Managing Director.					

Other Terms

Each amount disbursed under ECB shall be repaid in 13 quarterly installments varying from USD 37,826/- to USD 2,77,391/-.

4. From other parties - 4 (I) (B)

Particulars	Maturity Period from the date of Balance Sheet (₹ in Lakhs)				
	1 - 2 years	2 - 3 years	3 - 5 years	5 years and Above	TOTAL
Vehicle Loan	8.54	1.46	-	-	9.99
Rate of Interest	9.9% to 10.5%				
Details of Security					
Secured by first charge by way of hypothecation of vehicles acquired under the specific facility granted by the Finance Company.					

Other Terms

Amount disbursed under the term loan shall be repaid in monthly installments varying from ₹24,478/- to ₹57,783/- (including Interest), over a period of 11 to 26 months.

NOTE 5: DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Deferred Tax Liability		
Opening Balance	248.85	209.54
Difference between accounting and tax depreciation	16.87	39.31
	<u>265.72</u>	<u>248.85</u>
Deferred Tax Assets		
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	(17.70)	-
Tax effect of items constituting deferred tax assets	(17.70)	-
TOTAL	<u>248.02</u>	<u>248.85</u>

NOTE 6: LONG-TERM PROVISION

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Provision for employee benefits:		
Provision for compensated absences	28.00	-
TOTAL	<u>28.00</u>	<u>-</u>

NOTE 7: SHORT-TERM BORROWINGS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Secured		
Loans repayable on demand		
From Banks Rupee Loan	986.79	859.12
From Banks Foreign Currency Loan	600.03	602.85
TOTAL	<u>1,586.82</u>	<u>1,461.97</u>

7.1: Details of Security: for Rupee Loan

- (i) Working capital loans are secured against hypothecation of raw materials, finished goods, stores & spares, book debts etc. and entire block of assets (both present & future) in favour of consortium of banks on pari passu other than specific assets financed by respective banks.
- (ii) All loans are secured against the personal guarantee of Chairman.

7.2: Details of Security: For Foreign Currency Loan

- (i) Working capital loans are secured against hypothecation of raw materials, finished goods, stores & spares, book debts etc. and entire block of assets (both present & future) in favour of consortium of banks on pari passu other than specific assets financed by respective banks.
- (ii) All loans are secured against the personal guarantee of Chairman.

NOTE 8: TRADE PAYABLES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Trade payables:		
Due to Micro, Small & Medium Enterprises	94.88	166.58
Others	1,414.75	784.78
TOTAL	1,509.63	951.36

Pursuant to disclosure of amount due to Micro, Small and Medium Enterprises as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" (MSMED ACT) included under the head "Trade Payable", the Company has initiated process of seeking necessary information from its suppliers. Based on the information available with the company regarding total amount due to supplier as at March 31, 2015 covered under MSMED Act, amounts to ₹94.88 lakhs (2013 - 14 ₹166.58 Lakhs). The company is generally regular in making payment of dues to such enterprise. There are no overdues beyond the credit period extended to the company which is less than 45 days hence liability for payment of interest or premium thereof and related disclosure under the said Act does not arise.

NOTE 9: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Current maturities of long-term debt (Refer Note 4)	298.47	163.77
(b) Interest accrued but not due on borrowings	5.39	5.46
(c) Interest accrued and due on borrowings	6.66	1.36
(d) Unpaid dividends	13.64	13.26
(e) Other payables		
(i) Tax Deducted at source and other statutory dues	188.35	68.00
(ii) Employee Related Liabilities	273.28	109.10
(iii) Other current liabilities	0.29	7.26
(iv) Advances from customers	21.37	6.62
TOTAL	807.45	374.83

NOTE 10: SHORT-TERM PROVISIONS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Provision for employee benefits:		
Provision for gratuity (Net) (Refer Note 26)	57.64	26.80
Provision for compensated absences (Refer Note 26)	18.74	-
	76.38	26.80
(b) Provision - Others:		
(i) Provision for Income Tax (Net)	79.13	45.39
(ii) Provision for proposed equity dividend	56.00	56.00
(iii) Provision for tax on proposed dividend	11.40	9.52
	146.53	110.91
TOTAL	222.91	137.71

Note 11: FIXED ASSETS

OWNED		Gross block				Accumulated depreciation and impairment					Net block	
		Balance as at April 1, 2014	Additions	Disposals	Effect of foreign currency exchange differences	Balance as at March 31, 2015	Balance as at April 1, 2014	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Prior Period Adjustments	Balance as at March 31, 2015	Balance as at March 31, 2014
A.	TANGIBLE ASSETS	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
	(a) Buildings	212.20 (207.78)	- (4.42)	-	-	212.20 (212.20)	57.81 (47.73)	4.99 (7.03)	-	2.62 (3.05)	65.41 (57.81)	146.79 (154.39)
	(b) Plant and Equipment	2,711.05 (2,517.66)	505.56 (125.38)	-	27.29 (68.01)	3,243.90 (2,711.05)	1,118.77 (964.16)	243.23 (143.11)	-	- (11.51)	1,362.00 (1,118.77)	1,881.90 (1,592.28)
	(c) Furniture and Fixtures	42.58 (41.45)	2.14 (1.13)	-	-	44.72 (42.58)	19.92 (17.11)	5.18 (2.25)	-	- (0.56)	25.10 (19.92)	19.62 (22.66)
	(d) Vehicles	173.43 (205.31)	55.62 (173.43)	34.77 (31.88)	-	194.28 (173.43)	85.22 (84.52)	28.84 (16.80)	22.04 (16.10)	4.41 (85.22)	96.44 (88.21)	88.21 (120.79)
	(e) Office equipment	39.42 (36.11)	2.50 (3.31)	-	-	41.92 (39.42)	20.70 (19.58)	6.35 (1.12)	-	7.30 (18.72)	34.35 (20.70)	7.57 (16.53)
	(f) Others											
	(1) Electrical Installations	67.66 (66.02)	0.88 (1.64)	-	-	68.54 (67.66)	28.52 (23.78)	9.87 (4.66)	-	0.22 (0.08)	38.61 (28.52)	29.93 (39.14)
	(2) Computers	56.48 (52.49)	9.73 (3.99)	-	-	66.21 (56.48)	41.88 (36.53)	5.15 (4.74)	-	5.97 (0.61)	53.00 (41.88)	13.21 (14.60)
		Total Tangible Assets	3,302.82	576.43	34.77	27.29	3,871.77	1,372.82	303.61	22.04	20.51	1,674.90
B.	INTANGIBLE ASSETS											1,930.00
	(a) Goodwill	267.30 (267.30)	-	-	-	267.30 (267.30)	60.14 (33.41)	20.14 (26.73)	-	-	80.28 (60.14)	187.02 (207.16)
	(b) Software	-	16.68	-	-	16.68	-	5.56	-	-	5.56	11.12
	(c) Royalty (Note 43)	-	204.36	-	-	204.36	-	45.53	-	-	45.53	158.83
		-	-	-	-	-	-	-	-	-	-	-
	Total Intangible Assets	267.30	221.04	-	-	488.34	60.14	71.23	-	-	131.37	356.97
	Total Fixed Assets	3,570.12	797.47	34.77	27.29	4,360.11	1,432.96	374.84	22.04	20.51	1,806.27	2,553.83
	Previous year	(3,394.12)	(139.87)	(31.88)	(68.01)	(3,570.12)	(1,226.82)	(206.45)	(16.10)	(15.80)	(1,432.96)	
												2,553.83
												2,137.16

Note : Figures in bracket indicates previous year's figures.

NOTE 12: NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Investments (At cost):		
A. Trade		
Unquoted		
(a) Investment in equity instruments of Associate 131051 (2013 - 2014: 131051) shares of ₹ 10 each fully paid up in Formex Private Limited	11.79	11.79
(b) Investment in partnership firm (Refer Note below)	332.62	318.05
B Non Trade :		
Unquoted		
4000 (2013 - 2014: 4000) shares of ₹ 25 each fully paid up in Zoroastrian Co - op Bank Limited	1.00	1.00
TOTAL	345.41	330.84
Aggregate amount of unquoted investments	345.41	330.84

Note: Other details relating to investment in partnership firm

Name of the firm	As at March 31, 2015		As at March 31, 2014	
	Total capital ₹ in Lakhs	Share of each partner in the profits of the firm	Total capital ₹ in Lakhs	Share of each partner in the profits of the firm
Partnership Firm STUD INDIA	332.62	-	318.05	-
(The company has acquired 99% share in the said partnership)				
Name of the Partners				
Simmonds Marshall Limited	-	99%	-	99%
Navroze Marshall	-	1%	-	1%
	332.62		318.05	

NOTE 13: LONG-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Unsecured, considered good		
(a) Capital Advance	20.23	179.48
(b) Security deposits & Other Deposit	44.57	43.29
(c) Other loans and advances		
(i) Advance Tax (Net of Provision)	42.99	34.79
(ii) Value Added Tax	6.38	8.26
(iii) Loans to Employees	3.98	6.41
TOTAL	118.15	272.23

NOTE 14: OTHER LONG TERM ASSETS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Trade Receivable	12.60	28.49
Prepaid Expenses	0.34	0.87
TOTAL	12.94	29.36

NOTE 15: INVENTORIES

(At lower of cost or net realisable value)

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Raw materials	1,186.34	625.14
Goods-in-transit	29.66	44.63
	1,216.00	669.77
(b) Work-in-progress	429.11	424.09
(c) Finished goods	661.74	313.67
Goods-in-transit	-	-
	661.74	313.67
(d) Stores and spares	9.01	7.99
Goods-in-transit	1.20	1.88
	10.21	9.87
(e) Others		
(i) Tools	841.75	762.10
Goods-in-transit	0.32	37.43
	842.07	799.53
(ii) Packing Material	2.69	5.91
Goods-in-transit	-	-
	2.69	5.91
TOTAL	3,161.82	2,222.84

NOTE 16: TRADE RECEIVABLES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Unsecured, Considered Good		
Outstanding exceeding six months	58.22	61.66
Others	3,234.92	2,553.48
TOTAL	3,293.14	2,615.14

NOTE 17: CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Cash and cash equivalents		
(a) Balances with Banks	286.61	330.70
(b) Earmarked Balances with Banks:		
(i) Margin Money Deposit	139.55	55.35
(ii) Margin Money Deposit against ECB loan	123.35	116.68
(iii) Unclaimed Dividend Accounts	13.64	13.28
TOTAL	563.15	516.01

NOTE 18: SHORT-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Unsecured, considered good		
(a) Loans and advances to related parties	17.14	6.24
	<u>17.14</u>	<u>6.24</u>
(b) Other Loans and Advances		
(i) Loans to Employees	10.41	4.78
(ii) Prepaid expenses	38.19	29.62
(iii) Cenvat Recoverable	158.27	69.45
(iv) Advances to Trade Payable	34.69	52.39
(v) Others	0.40	0.20
	<u>241.96</u>	<u>156.44</u>
TOTAL	259.10	162.68

NOTE 19: OTHER CURRENT ASSETS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Interest accrued on deposits	5.19	3.60
TOTAL	5.19	3.60

NOTE 20: OTHER INCOME

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Interest Income	17.51	18.17
Dividend income	0.15	0.15
Other non-operating income	6.27	22.35
Share of Profit from Partnership Firm	14.56	19.49
Profit on Sale of Fixed Assets	0.53	1.40
Cash Incentive on Export Received	0.42	-
TOTAL	39.44	61.56

NOTE 25: OTHER EXPENSES

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Consumption of stores and spare parts	149.04	106.54
Consumption of tools	702.18	566.63
Consumption of packing materials	127.54	76.25
Power and fuel	241.74	209.32
Job Work Charges	1,758.25	1,317.01
Rent	192.18	160.30
Repairs and maintenance		
Buildings	16.08	7.52
Machinery	115.40	74.44
Others	57.44	40.09
	188.92	122.05
Insurance	14.67	18.66
Rates and taxes - excluding Taxes on Income	66.00	4.64
Communication	16.86	16.57
Travelling and conveyance	112.24	84.53
Printing and stationery	28.07	19.42
Freight and forwarding	474.96	308.47
Sales commission	25.10	18.96
Donations and contributions	-	6.01
Legal and professional	144.98	108.76
Directors Fees	0.27	0.30
Net loss on foreign currency transactions and translation	57.05	114.75
Prior period items	24.41	23.57
Miscellaneous expenses	138.63	66.89
CSR Expenses (@)	6.00	-
TOTAL	4,469.09	3,349.63

@ - Amount to be spent ₹ 16.06 lakhs; amount spent in cash ₹ 6 lakhs for purpose other than acquisition of assets.

NOTE 21: COST OF MATERIALS CONSUMED

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Opening stock	669.77	826.94
Add: Purchases	5,739.19	4,202.15
	6,408.96	5,029.09
Less: Closing stock	1,216.00	669.77
TOTAL	5,192.96	4,359.32

NOTE 22: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Inventories at the end of the year:		
Finished goods	661.74	313.67
Work-in-progress	429.11	424.09
	1,090.85	737.76
Inventories at the beginning of the year:		
Finished goods	313.67	396.13
Work-in-progress	424.09	251.83
	737.76	647.96
TOTAL	(353.09)	(89.80)

NOTE 23: EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Salaries and wages	1,820.65	1,116.89
Contributions to provident and other funds	174.21	156.16
Staff welfare expenses	318.69	293.73
TOTAL	2,313.55	1,566.78

NOTE 24: FINANCE COSTS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Interest expense	342.83	318.05
Other borrowing costs	54.11	13.05
TOTAL	396.94	331.10

NOTE 26: DISCLOSURE RELATING TO EMPLOYEE BENEFIT - AS PER REVISED AS 15**(i) Defined Contribution Plan**

During the year ended March 31, 2015, the company has recognised the following amounts in the profit and loss account.

	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Employer's contribution to Provident Fund & Family Pension Fund	67.41	74.49
Employer's contribution to Superannuation Fund	9.96	8.91

(ii) Defined Benefit plan

A. The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on term not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with Life Insurance Corporation of India.

B. Details of defined benefit plan as per actuarial valuation report of LIC of India as at March 31, 2015 is as under :

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Components of employer expense		
Current service cost	28.43	28.21
Interest cost	32.80	26.25
Expected return on plan assets	(32.45)	(29.66)
Actuarial losses/(gains)	44.35	46.17
Total expense recognised in the Statement of Profit and Loss	73.13	70.97
Actual contribution and benefit payments for year		
Actual benefit payments	(46.59)	(57.01)
Actual contributions	42.29	64.61
Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	437.45	379.79
Fair value of plan assets	379.81	352.99
Funded status [Surplus / (Deficit)]	(57.64)	(26.80)
Net asset / (liability) recognised in the Balance Sheet	(57.64)	(26.80)
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	379.79	337.28
Current service cost	28.43	28.21
Interest cost	32.80	26.25
Actuarial (gains) / losses	43.02	45.06
Benefits paid	(46.59)	(57.01)
Present value of DBO at the end of the year	437.45	379.79

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Change in fair value of assets during the year		
Plan assets at beginning of the year	352.99	316.83
Acquisition adjustment	-	-
Expected return on plan assets	31.12	29.66
Actuarial gain / (loss)	-	(1.10)
Actual company contributions	42.29	64.61
Benefits paid	(46.60)	(57.01)
Plan assets at the end of the year	379.80	352.99
Actuarial assumptions		
Discount rate	8.00%	9.20%
Expected return on plan assets	9.25%	9.25%
Salary escalation	4%	4%
Composition of the plan assets is as follows:		
Government bonds		
PSU bonds		
Equity mutual funds		
Others - Insurer Managed Funds	100%	100%

The expected rate of return on the plan assets is based on the average long term rate of return expected on investments of the Fund during the estimated term of the obligations. The actual return on plan assets is ₹32.45 lakhs (2013 - 2014 : ₹28.21 lakhs)

The assumption of the future salary increase, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors.

Experience Adjustments

Present value of Defined Benefit Obligation as at March 31, 2015	437.45	379.79
Fair Value of Plan Assets as at March 31, 2015	379.81	352.99
Funded status [Surplus/(Deficit)]	(57.64)	(26.80)
Experience adjustment on Plan Liabilities	43.02	45.07
Experience adjustment on plan Assets	1.33	1.10

(iii) Other Long Term Benefits:

The Employee Benefits towards Compensated absences are provided based on actuarial valuation made at the end of the year.

Employee benefits towards Compensated absences recognised in the Statement of Profit and Loss are as follows:

	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
(a) Current Service Cost	23.11	-
(b) Interest Cost	-	-
(c) Net actuarial (gain) / loss	31.58	-
	54.69	-
Actuarial assumptions		
Discount rate	7.80%	0.00%
Salary escalation	4%	4%

The assumption of the future salary increase, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors.

NOTE 27: SEGMENT REPORTING AS - 17

a) Business segment

The Company's business activity falls within a single primary business segment, viz manufacture of Industrial Fasteners such as nuts, bolts etc. Hence, no disclosure is required for business segment.

b) Geographical segments

Revenue is segregated into two segments namely India (sales to customer within India) and other countries (sales to customer outside India) on the basis of geographical location of customers for the purpose of reporting geographical segments.

The accounting policy adopted for segment reporting are in line with the accounting policies adopted for the preparation of financial statements as disclosed in Note 1 above.

(a) Information in respect of Secondary Segment		For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
(i)	Segment Revenue		
	India	11,429.74	9,574.83
	Other Countries	1,930.20	739.27
		<u>13,359.94</u>	<u>10,314.10</u>
(ii)	Carrying Amount of Segment Assets		
	India	9,889.97	8,212.60
	Other Countries	422.76	77.24
		<u>10,312.73</u>	<u>8,289.84</u>
(iii)	Capital Expenditure		
	India	124.83	37.71
	Other Countries	699.93	170.17
		<u>824.76</u>	<u>207.88</u>

Note 28: RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18**Related party transactions****A. Details of related parties****Description of relationship**

Subsidiary

Associate Company

Key Management Personnel (KMP)

Relatives of KMP

Company and Enterprises in which KMP / Relatives of KMP can exercise significant influence

Names of related parties

Stud India - Partnership Firm

Formex Private Limited

Mr. S. J. Marshall (Chairman)

Mr. N. S. Marshall (Managing Director)

Mr. I. M. Panju (Whole-Time Director)

Mr. N. D. Bharucha (Chief Financial Officer)

Mrs. M. S. Marshall

Mrs. K. I. Panju

Mrs. K. J. Pandole

Mrs. N. N. Bharucha

Corrodyne Coatings Pvt.Ltd.

Desmet Ballestra (India) Pvt. Ltd.

Diamtools Pvt. Ltd.

Jiji Marshall Trading Co. Pvt. Ltd.

J. N. Marshall & Co. (Steel Dept.)

J. N. Marshall & Co. - Custom House Clearing Agents

J. N. Marshall & Co. (Engg. Dept.)

J. N. Marshall Engineering Pvt. Ltd.

J. N. Marshall Pvt. Ltd.

Marshall Real Estate & Investment Corporation

Powair Automation Equipments Pvt. Ltd.

S.J. Marshall Trading Co. Pvt. Ltd.

Spirax Marshall Ltd.

Marshall Charitable Foundation

B. Related Party Transactions**2014 - 15****₹ in Lakhs****2013 - 14****₹ in Lakhs****(i) Subsidiary**

Sales

75.50

110.26

Purchases

2.22

0.91

Investments as at March 31, 2015

332.62

318.05

Outstanding balance as on March 31, 2015

Dr

384.26

Dr.

409.73

(ii) Associate Company

Payment for Services

642.64

538.15

Outstanding balance as on 31.03.2015

Dr

17.14

Dr.

4.23

(iii) Key Management Personnel & Relatives

(a) Remuneration

109.86

74.92

(b) Interest

72.40

77.55

Outstanding balance as on March 31, 2015

Cr.

653.30

Cr.

603.00

(iv) Enterprises in which Key Management Personnel have significant influence

(a) Payment for Services

140.84

119.71

(b) Purchase of Materials

0.18

1.65

(c) Donations given

-

6.00

(d) Payment of Interest

7.91

8.16

(e) Payment of Rent / Rates & Taxes

184.00

178.31

(f) Receipt for share of expense

0.45

5.40

(g) Amount contributed for CSR Expenditure

6.00

-

Outstanding balance as on March 31, 2015

Cr.

80.23

Cr.

107.45

There are no write offs/write back of any amounts for any of the above parties.

NOTE 29: LEASE TRANSACTIONS

The Company's significant leasing arrangements are in respect of operating lease for premises and Vehicles. The period of agreement is generally for one year and is renewable by mutual consent. The aggregate lease rental expense are ₹192.18 lakhs (Previous year ₹162.05 lakhs)

Total of future minimum lease rent payable is as follows :

Period	₹ in Lakhs
Payable within one year	186.12
Payable within 1 - 5 years	88.82

NOTE 30 : EARNINGS PER SHARE

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Earnings per share		
Net profit for the year attributable to the equity shareholders (₹ in Lakhs)	712.64	438.62
Weighted average number of equity shares	1,12,00,000	1,12,00,000
Par value per share (₹)	2.00	2.00
Basic and diluted Earning per share (₹)	6.36	3.92

NOTE 31: CONTINGENT LIABILITIES & COMMITMENTS NOT PROVIDED FOR

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(i) Other money for which the Company is contingently liable		
(a) Bills Discounted	223.78	70.88
(b) Bonds given against import of machineries under EPCG scheme & Advance License	1,361.78	1,888.71
(c) Income Tax	47.83	44.46
(d) Guarantees	0.02	0.02
(ii) Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	20.23	179.48

NOTE 32: DERIVATIVE FINANCIAL INSTRUMENTS

Derivative contracts entered into by the company and outstanding as on March 31, 2015

For hedging Currency and Interest Rate Related Risks

Nominal amounts of derivative contracts entered into by the company and outstanding as on March 31, 2015 amount to ₹639.71 lakhs (Previous Year ₹678.12 lakhs). Category wise break up is given below:

Particulars	Currency	As at March 31, 2015	As at March 31, 2014
Interest Swap	USD	10.09	11.15
	₹ in Lakhs	639.71	678.12

Note 37: DETAILS OF CONSUMPTION OF IMPORTED AND INDIGENOUS ITEMS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Raw materials		
Imported *	2,431.29	2,681.15
% to total consumption	46.82	61.50
Indigenous *	2,761.67	1,678.30
% to total consumption	53.18	38.50
TOTAL	5,192.96	4,359.45
	100.00	100.00
* Sale of turnings, borings and pallets has been allocated in proportion to the consumption of imported and indigenous steel.		
Stores, Components & Spare Parts		
Imported	-	-
% to total consumption	-	-
Indigenous	149.04	106.54
% to total consumption	100.00	100.00
TOTAL	149.04	106.54
	100.00	100.00

NOTE 38: VALUE OF IMPORTS CALCULATED ON CIF BASIS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Raw materials	2,373.83	1,875.61
Tools	458.70	430.13
Capital goods	256.78	227.35
Stores & Spares	4.79	7.50

NOTE 39: EXPENDITURE IN FOREIGN CURRENCY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Commission	4.45	7.40
Foreign Travelling	6.88	3.73
Interest on Loan	67.21	72.12
Other matters	2.36	7.25
TOTAL	80.90	90.50

NOTE 40: EARNINGS IN FOREIGN CURRENCY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Export of goods calculated on FOB basis	1,930.20	739.27

SIMMONDS MARSHALL LIMITED

The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at Balance Sheet date are as follows:

Particulars	Currency	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Receivables	GBP	412.42	29.82
	USD	1.43	46.73
	EURO	3.87	0.68
Payables	USD	677.74	191.15
	GBP	0.77	133.13
	JY	29.57	46.53
ECB Loan and Interest Payable	USD	639.71	678.12
FCNR Loan	USD	600.03	602.85

NOTE 33: OPENING & CLOSING STOCKS OF GOODS MANUFACTURED BY THE COMPANY:

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Nyloc Self Locking Nuts (Industrial Fastners)		
Opening Stocks as at April 1, 2014	313.67	396.13
Closing Stocks as at March 31, 2015	661.74	313.67

NOTE 34: SALE OF GOODS MANUFACTURED AND TRADED BY THE COMPANY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Nyloc Self-locking Nuts (Industrial Fastners)	13,268.55	10,177.48
SALE OF GOODS TRADED BY THE COMPANY:		
Hexagonal Bolts	91.38	136.62
TOTAL	13,359.93	10,314.10

NOTE 35: PURCHASE OF GOODS TRADED BY THE COMPANY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Hexagonal Bolts	49.89	74.09

NOTE 36: RAW MATERIALS AND COMPONENTS CONSUMED

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Steel	4,483.70	3,788.62
Nylon Inserts	24.62	39.86
Nylon Moulding Powder	17.98	11.23
Plating Materials	94.36	62.88
Cage Clips, etc.	572.30	456.86
TOTAL	5,192.96	4,359.45

NOTE 41: PAYMENTS TO AUDITORS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
As Auditors		
(i) Audit Fees	7.25	3.80
(ii) Tax, MVAT & Domestic Transfer Pricing Audit	2.00	2.05
(iii) Limited Review	1.08	0.50
(iv) Consolidation Fees	0.50	0.50
In other Capacity		
(i) Certification Work & Other Capacity	2.10	2.71
(ii) Representation before Statutory Authority	3.08	0.50
Reimbursement of Expenses & Service Tax	1.97	0.74
TOTAL	17.98	10.80

NOTE 42

As per the requirement of the Companies Act, 2013, the company has reassessed the remaining useful life of the fixed assets taking into consideration the useful life prescribed in Schedule II of the Act and charged amount of ₹20.51 lakhs to the Reserve and Surplus account.

NOTE 43

During the year, the company has entered into an agreement with Francis Kirk & Son Ltd. UK, for acquiring exclusive right to use trade mark "Philidas" and to manufacture Industrial Fasteners for a period of 3 years for the purpose of export. The company has paid one time royalty of ₹204.36 lakhs which has been shown as intangible asset in the fixed asset schedule and has been amortised over the agreement period of 3 years.

NOTE 44

The company has introduced compensated absences policy for employees in the current year wherein it has also provided for the leave benefit to the employees for the earlier years services. The company has provided an amount of ₹54.69 lacs for the compensated absences policy as per the actuarial valuation which is in accordance with the AS -15 issued by ICAI.

NOTE 45

In compliance with Accounting Standards-2 (AS-2) revised, excise duty liability estimated at ₹108.33 lakhs (2013 - 2014 : ₹48.02 lakhs) on finished goods lying in factory premises has been loaded on the valuation of Finished goods. However, it has no impact on the Profit and Loss Account. The Excise duty of ₹60.31 lakhs related to the difference between the closing stock and opening stock is given effect in the Profit & Loss Account.

NOTE 46

In the opinion of the management, inventories continue to have a realisable value of at least amount at which they are stated in Balance sheet.

NOTE 47

Balance of sundry debtors, loans & advances and sundry creditors balances are subject to confirmations, verification and adjustments necessary upon reconciliation thereof. Pending adjustments on confirmations, if any, it is shown as good in nature.

NOTE 48

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report attached of even date

For S H R & CO

Chartered Accountants

FRN: 120491W

Hitesh R Shah

Partner

M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL

N S MARSHALL

I M PANJU

F K BANATWALLA

C. B. BAMBAWALE

A.V.CHOWDHURY

N D BHARUCHA

PRIYA SHETTY

Chairman

Managing Director

Directors

Chief Financial Officer

Company Secretary

INDEPENDENT AUDITORS' REPORT

To The Members of SIMMONDS MARSHALL LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Simmonds Marshall Limited (hereinafter referred to as "the Holding Company") and subsidiary (Partnership Firm) (the Holding Company and its subsidiary together referred to as "the Group"), its associate, comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the companies and the partners of the firm included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company has an adequate internal financial controls system over financial reporting in place 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.
7. We report that the consolidated financial statements have been prepared by the company's management in accordance with the requirement of Accounting Standard (AS) 21, Consolidated Financial Statements, as notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, read together with notes to the accounts thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the consolidated state of affairs of the Group and its associate as at March 31, 2015;
 - (b) in the case of the consolidated Profit and Loss Account, of the profit for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

9. We did not audit the financial statements of a subsidiary (Partnership Firm), whose financial statements reflect total assets of ₹575.65 Lakhs as at March 31, 2015, total revenues of ₹969.48 lakhs and net cash flows amounting to ₹2.70 Lakhs for the year ended on that date, as considered in the consolidated financial statements. 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 statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.
10. The consolidated financial statements also include the Group's share of net profit of ₹14.63 lakhs for the year ended March 31, 2015, 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 unaudited 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 terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited 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.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the unaudited financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

11. According to the information and explanation given to us, the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, is not applicable to its subsidiary being a partnership firm and also to its associate company since it does not fulfill all the conditions stated in the said Order. In view of above, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the holding company.
12. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and as per information provided by the management in respect of associate company, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiary (Partnership Firm), applicable.

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

HITESH R. SHAH
PARTNER
 Membership No. 104795

Mumbai, May 29, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Annexure Referred to in Paragraph 11 Under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) The Company is in process of updating its records showing particulars, including quantitative details and situation of fixed assets;
- (b) According to information and explanations provided to us the company had carried out physical verification of its major assets viz. plant and machineries in earlier year, inaccordance with its policy to conduct physical verification once in five years in a phased manner, which in our opinion, is reasonable having regard to the size of the company and nature of its business. We have been informed that necessary adjustments in respect of discrepancies if any between physical asset and book record will be made in the books on updation of its fixed assets register.
- ii. (a) As explained to us, inventory have been physically verified during the year by the management, except for inventory lying with outside parties, for which confirmations have been obtained from them.
- (b) In our opinion and according to the information and explanation given to us, the procedures followed by the management for physical verification of inventory, are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records of the Company, we are of the opinion that, the Company is maintaining proper records of its inventory. Discrepancies which were noticed on physical verification of inventory as compared to book records have been properly dealt with in the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any loan to any party covered in the register maintained u/s 301 of the Companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weaknesses have been noticed in the internal controls.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provision of the Companies Act and the rule framed there under during the year. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal.
- vi. We have broadly reviewed the cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 143 (1) of the Companies Act, 2013 and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made detailed examination of records with a view to determine whether they are accurate.
- vii. (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues as mentioned above as at March 31, 2015 for a period of more than six months from the date they became payable except Income Tax Demand of ₹3.68 lakhs, which the company expects to get adjusted against refund arising on account of pending rectifications.

- (b) According to the information and explanations given to us, there are no dues of Value Added Tax, Wealth Tax, Service Tax, Excise Duty, Customs Duty or Cess outstanding on account of any dispute except as mentioned below:

Name of the Statute	Financial Year	Forum where matter is pending	Amount (₹ in Lakhs)
Income Tax	2006 – 2007	Appeal filed by the Departmental to the Income Tax Appellate Tribunal	21.14
Income Tax	2007 – 2008	Rectification u/s. 154 to Income Tax Officer	6.62
Income Tax	2008 – 2009	Rectification u/s. 154 to Income Tax Officer	32.11
Income Tax	2009 – 2010	Rectification u/s. 154 to Income Tax Officer	58.99
Income Tax	2010 – 2011	Commissioner of Income Tax (Appeal)	0.31
Income Tax	2011 – 2012	Commissioner of Income Tax (Appeal)	3.36

- (c) According to the information and explanations given to us and based on the documents and records produced to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act, 1956 and the rules made thereunder have been so transferred.
- viii. The Company does not have accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- ix. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not defaulted in repayment of dues to banks.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
- xi. According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- xii. Based on the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

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

HITESH R. SHAH
Partner
Membership No. 104795

Mumbai, May 29, 2015

SIMMONDS MARSHALL LIMITED

Consolidated Balance Sheet as at March 31, 2015

Particulars	Note No.	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	2	224.00	224.00
(b) Reserves and surplus	3	4,125.62	3,465.53
		4,349.62	3,689.53
2 Minority Interest		9.88	9.74
3 Non-Current Liabilities			
(a) Long-term borrowings	4	1,595.64	1,425.67
(b) Deferred tax liabilities (Net)	5	255.54	257.09
(c) Long Term Provision	6	28.00	-
		1,879.18	1,682.76
4 Current Liabilities			
(a) Short-term borrowings	7	1,602.07	1,477.22
(b) Trade payables	8	1,648.50	1,057.63
(c) Other current liabilities	9	818.17	388.85
(d) Short-term provisions	10	227.91	137.71
		4,296.65	3,061.41
TOTAL		10,535.33	8,443.44
B ASSETS			
1 Non-Current Assets			
(a) Fixed assets	11		
(i) Tangible assets		2,313.91	2,056.06
(ii) Intangible Asset		356.97	207.16
		2,670.88	2,263.22
(b) Non-current investments	12	48.14	12.79
(c) Long-term loans and advances	13	123.14	283.58
(d) Other Long-term assets	14	20.95	37.77
		2,863.11	2,597.36
2 Current Assets			
(a) Inventories	15	3,368.95	2,413.43
(b) Trade receivables	16	3,441.44	2,715.92
(c) Cash and cash equivalents	17	594.84	545.01
(d) Short-term loans and advances	18	261.80	168.12
(e) Other current assets	19	5.19	3.60
		7,672.22	5,846.08
TOTAL		10,535.33	8,443.44
NOTES TO THE ACCOUNTS	1		
The accompanying notes including other explanatory information form an integral part of the financial statements.			

As per our report attached of even date

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

Hitesh R Shah
Partner
M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL
N S MARSHALL
I M PANJU
F K BANATWALLA
C. B. BAMBAWALE
A.V.CHOWDHURY
N D BHARUCHA
PRIYA SHETTY

Chairman
Managing Director

} Directors

Chief Financial Officer
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2015

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
A. Cash flow from operating activities				
Net Profit before tax		1,130.11		725.98
Adjustments for:				
Depreciation and Amortisation				
For Current Year	384.18		213.12	
For Prior Period	-		15.80	
	<u>384.18</u>		<u>228.92</u>	
Profit on sale of assets	(0.53)		(1.40)	
Finance costs	396.94		331.10	
Interest income	(18.08)		(18.17)	
Dividend income	(0.15)		(0.15)	
Share of Profit from Partnership Firm	(14.56)		(19.49)	
		747.80		520.81
Operating profit before working capital changes		1,877.91		1,246.79
Adjustments for:				
Inventories	(955.52)		(44.79)	
Trade receivables	(725.52)		(268.73)	
Loans and Advances	(75.63)		25.73	
Trade payables and other payables	1,102.81		79.24	
		(653.86)		(208.55)
Cash Flow Generated from Operation		1,224.05		1,038.24
Net income tax (paid)		(372.18)		(180.88)
Net cash flow from operating activities (A)		851.86		857.36
B. Cash flow from investing activities				
Purchase of Fixed Assets		(665.95)		(400.13)
Sale of Fixed Assets		13.38		17.55
Interest Income		18.08		18.17
Dividend received		0.15		0.15
Net cash flow from investing activities (B)		(634.34)		(364.26)
C. Cash flow from financing activities				
Proceeds from Long Term Borrowings (net)		169.97		46.77
Short Term Borrowings (net)		124.85		(178.13)
Finance cost		(396.94)		(331.10)
Dividends paid		(56.00)		(56.00)
Tax on dividend paid		(9.52)		(9.52)
Net cash flow from financing activities (C)		(167.64)		(527.98)
Net increase in Cash and cash equivalents (A+B+C)		49.88		(34.88)
Cash and cash equivalents at the beginning of the year		545.01		579.89
Cash and cash equivalents at the end of the year		594.89		545.01

As per our report attached of even date

For S H R & CO

Chartered Accountants

FRN: 120491W

Hitesh R Shah

Partner

M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL**N S MARSHALL****I M PANJU****F K BANATWALLA****C. B. BAMBAWALE****A.V.CHOWDHURY****N D BHARUCHA****PRIYA SHETTY**

Chairman

Managing Director

Directors

Chief Financial Officer

Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

Particulars	Note No.	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
1 (a) Sale of Products (gross)		15,784.01	12,508.47
Less: Excise duty		(1,538.76)	(1,429.64)
		<u>14,245.25</u>	<u>11,078.83</u>
(b) Other Operating Revenue			
Sale of Scrap (net of excise)		160.07	122.27
Revenue from operations (Net) (a + b)		14,405.32	11,201.10
2 Other income	20	41.06	63.08
3 Total revenue (1+2)		14,446.38	11,264.18
4 Expenses			
(a) Cost of materials consumed	21	5,834.59	4,907.15
(b) Purchases of traded goods		49.89	74.09
(c) Changes in inventories of finished goods and work-in-progress"	22	(369.63)	(101.79)
(d) Employee benefits expense	23	2,434.98	1,691.54
(e) Finance costs	24	396.94	331.10
(f) Depreciation and amortisation expense		384.18	213.12
(g) Other expenses	25	4,585.32	3,422.99
5 Total expenses		13,316.27	10,538.20
6 Profit before tax (3 - 5)		1,130.11	725.98
7 Tax expense:			
(a) Current tax		407.74	221.65
(b) Deferred tax		(1.55)	43.46
(c) Tax adjustments of earlier years		(3.44)	-
		<u>402.75</u>	<u>265.11</u>
8 Profit Before Minority Interest (6 - 7)		727.36	460.87
9 Less: Minority Interest		0.15	0.20
10 Add: Share of Profit of Associate		14.63	-
11 Profit for the period (8 - 9)		741.84	460.67
12 Earnings per share Basic & Diluted (₹):	30	6.62	4.11
13 Weighted Average Number of Equity Shares (Face Value of ₹ 2 each/-)		1,12,00,000	1,12,00,000
NOTES TO THE ACCOUNTS	1		
The accompanying notes including other explanatory information form an integral part of the financial statements.			

As per our report attached of even date

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

Hitesh R Shah
Partner
M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL
N S MARSHALL
I M PANJU
F K BANATWALLA
C. B. BAMBAWALE
A.V.CHOWDHURY
N D BHARUCHA
PRIYA SHETTY

Chairman
Managing Director

} Directors

Chief Financial Officer
Company Secretary

Notes forming part of the Financial Statements for the year ended on March 31, 2015

Note Particulars

1 Significant Accounting Policies

1.1 Principles of Consolidation:

- (a) The Consolidated financial statements comprise of the financial statements of Simmonds Marshall Limited (hereinafter referred to as "the holding Company") and its subsidiary (partnership firm) (hereinafter referred to as "the group"). The holding company holds 99% share in subsidiary – M/s. STUD INDIA a partnership firm established in India which has been considered for consolidation. There is no change in the ownership interest as compared to previous year.
- (b) The holding company has 49% ownership interest in associate namely M/s. Formex Private Limited, incorporated in India. The proportionate interest in the said entity as per the latest available Balance Sheet (unaudited) as at March 31, 2015 have been considered for preparation of the aforesaid consolidated financial statements.
- (c) Consolidated financial statements have been prepared in the same format as adopted by the holding Company, to the extent possible, as required by Accounting Standard (AS) 21 'Consolidated Financial Statements' and Accounting Standard (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements' and comprise of the consolidated balance sheet, consolidated statement of profit and loss, and notes, other statements and explanatory material that form an integral part thereof.
- (d) The difference between the cost of investment in the subsidiary and associate, and the Group's share of net assets at the time of acquisition of interest in the subsidiary and associate is disclosed in the financial statements as Goodwill or Capital Reserve as the case may be.
- (e) The financial statement of the subsidiaries drawn upto the same reporting date viz. year ended March 31, 2015 has been used for the purpose of consolidation.
- (f) The Consolidated financial statements of the holding Company and its Subsidiary Companies have been consolidated on line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised Profits/Losses as per Accounting Standard (AS) 21 Consolidated Financial Statements.
- (g) Minority Interest in the net assets of consolidated subsidiary is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders.
- (h) Minority interest in the net assets of consolidated subsidiaries consists of:
 - a) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - b) The minority share of movements in equity since the date the parent subsidiary relationship came into existence.
- (i) Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.
- (j) Investment in associates where the Company directly holds more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 – Accounting for Investments in Associates in Consolidated Financial Statements.
- (k) The Group accounts for its share of post-acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

1.2 Basis of Accounting and Preparation of Financial Statements

The financial statements are prepared under historical cost convention on the accrual basis of accounting in accordance with the generally accepted accounting principles, the applicable mandatory Accounting Standards and the relevant provisions of the Companies Act, 2013.

1.3 Use of estimates

The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.4 Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. All cost, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

1.5 Investments

Recognition and Measurement:

Investments, which are readily realisable and intended to be held for not more than one year from balance sheet date, are classified as current investments. All other investments are classified as non-current investments.

Non Current investments which are intended to be held for more than a year, from the date of acquisition, are considered as long-term investments and are carried at cost. However, provision for diminution in value of investments is made to recognise a decline, other than temporary, in the value of the investments. Investments other than long-term investments being current investments are valued at cost or fair value whichever is lower, determined on an individual basis.

1.6 Inventories

Inventories are valued at lower of cost or net realisable value.

- i) Cost of raw materials, stores & spare parts, packing materials and loose tools is arrived at on the basis of weighted average cost.
- ii) Work in process and finished goods include conversion costs in addition to landed cost of raw materials.
- iii) Scrap is valued at net realisable value.

1.7 Revenue Recognition

- i) Sale is recognised on despatch of goods. Export sales are accounted for on basis of the dates of bill of lading. Sales are net of trade discounts, sales tax, sales returns and remissions. Excise Duty recovered is presented as reduction from gross turnover.
- ii) Revenue from services is recognised when services are rendered.
- iii) Dividend is accounted when right to receive is established.
- iv) Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.
- v) Export benefits under duty exemption scheme is being accounted in the year of exports.

1.8 Sale of Turnings, Borings and Pallets

Sale of turnings, borings and pallets coming out of the production line as scrap, shown as other operating revenue.

1.9 Depreciation**(i) Tangible Assets**

Depreciation on assets is provided on Straight Line Method, pro-rata to the period of use, based on the useful life of the assets as prescribed under the Schedule II of the Companies Act, 2013.

(ii) Intangible Assets

- (a) Cost relating to Goodwill an intangible asset, which is acquired is capitalised and amortised on a straight line basis over useful life of 10 years.
- (b) Costs relating to the acquisition of software and licenses are capitalized and subsequently amortized over the estimated useful life of 3 years.
- (c) Expenditure incurred on acquiring manufacturing rights and trade mark is amortised on straight line method over the period of agreement i.e. 3 years.

1.10 Foreign Currency Transactions

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of the transactions. Monetary items (i.e. receivables, payables, loans etc) denominated in foreign currency and outstanding at the Balance Sheet date are translated at the exchange rate prevailing on the date of balance sheet. Exchange difference arising on settlement and conversion of foreign currency transactions are recognised as income or expense in the period in which they arise, except to the extent it results to long term monetary items.

During the year, consequent to the notification No.F.NO.17/133/2008 - CL V dated March 29, 2011 revising Accounting Standard (AS) 11 'The Effects of Change in Foreign Exchange Rates', the company has exercised the option in terms of paragraph 46A. Accordingly, the exchange differences arising on settlement / translation of long term monetary items utilised for acquisition of fixed assets are adjusted to the carrying cost of fixed assets and depreciated over its remaining useful life.

Non-monetary items denominated in foreign currency are carried at the exchange rate in force at the date of the transaction.

1.11 Employee benefits**i) Defined Contribution Plan:**

Employee benefits in the form of contribution to Superannuation Fund, Provident Fund, Employees State Insurance Corporation and Labour Welfare Fund are considered as defined contribution plan and the same is charged to the statement of profit and loss for the year when the contributions to the respective funds are due.

**ii) Defined Benefit Plan:
Gratuity**

The company has an obligation towards gratuity, a defined benefit plan covering eligible employees. The company has created an Employees' Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India. Company's contribution are based on actuarial valuation, using the projected unit credit method, as at the date of the balance sheet. Actuarial gains / losses, if any, are recognised in the statement of profit and loss.

**iii) Other Long Term Benefits:
Compensated Absences**

The company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / entitlement. Compensated absences are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the balance sheet. Actuarial gains / losses, if any, are immediately recognised in the statement of profit and loss.

1.12 Borrowing costs

Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take substantial period of time to get ready for the intended use are capitalised. Other borrowing costs are charged to the profit and loss account.

1.13 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.14 Taxation

Tax Expenses comprises of current tax and deferred tax.

Current Tax is provided on taxable income using applicable tax rates and tax laws.

The deferred tax for timing difference between the book and tax profits/losses for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of Balance Sheet date.

Deferred tax assets arising on account of unabsorbed depreciation and brought forward losses are recognised to the extent there is virtual certainty that the assets can be realised in future.

Advance Taxes and provision for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same governing taxation laws.

1.15 Impairment of Assets

The Company assesses at each balance sheet date for possible impairment in carrying value of assets based on external and internal sources of information and indications. In case of recoverable amount of assets / cash generating unit is less than carrying amount, impairment loss is recognised in the Profit & Loss Account for difference in carrying value of assets / cash generating units and recoverable amount.

1.16 Provision and contingent liabilities

- i) Provision in respect of present obligation arising out of past events is made in accounts when reliable estimates can be made of the amount of obligation and it is probable that an outflow of resources will be required to settle the obligation.
- ii) Contingent liabilities are disclosed by way of note to the financial statements after careful valuation by the management of the facts and legal aspects of matter involved. Contingent Assets are not recognised in the financial statements.

NOTE 3: RESERVES AND SURPLUS

Particulars		As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a)	Securities Premium Account		
	Opening balance	154.00	154.00
	Add : Amount received during the year	-	-
	TOTAL	154.00	154.00
(b)	General Reserve		
	Opening balance	480.00	424.00
	Add: Transferred from statement of Profit and Loss	50.00	56.00
	TOTAL	530.00	480.00
(c)	Surplus as per Statement of Profit & Loss		
	Balance brought forward	2,831.53	2,511.87
	Add: Profit for the year	741.84	460.67
	Less: Share of Profit of Partnership Firm	14.57	19.49
		727.27	441.18
	Add: Adjustment on account of consolidation of associate company	20.73	-
	Less:		
	Dividends proposed to be distributed to equity shareholders (₹0.50 per share)	56.00	56.00
	Tax on dividend	11.40	9.52
	Transferred to General Reserve	50.00	56.00
	Deprecation Written off (Note 42)	20.51	-
	TOTAL	3,441.62	2,831.53
	TOTAL	4,125.62	3,465.53

The Board of Directors at its meeting held on May 29, 2015 has recommended a final dividend of ₹0.50 per equity share. This proposal is subject to approval of shareholders at the ensuing Annual General Meeting.

NOTE 4: LONG TERM BORROWINGS

Particulars	As at March 31, 2015		As at March 31, 2014	
	Non Current ₹ in Lakhs	Current ₹ in Lakhs	Non Current ₹ in Lakhs	Current ₹ in Lakhs
I. SECURED				
(A) Term loans				
(i) Rupee Loan From Banks				
(a) Under Consortium				
1 Union Bank of India	-	1.37	1.06	3.58
2 ICICI Bank Limited	-	-	-	40.00
(b) Others				
1 Zorostrian Co.op. Bank Ltd.	424.89	156.51	103.81	48.49
2 ICICI Bank Limited	-	-	-	1.87
(ii) Foregin Currency Loan (ECB) - ICICI Bank Limited	507.46	126.86	608.78	63.92
(B) From other parties				
Vehicle Loan	9.99	13.73	6.02	5.91
	942.34	298.47	719.67	163.77
II. UNSECURED				
Loans and advances from related parties	653.30	-	706.00	-
	653.30	-	706.00	-
TOTAL	1,595.64	298.47	1,425.67	163.77

NOTE 2: SHARE CAPITAL

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Authorised 5,00,00,000 Equity shares of ₹ 2 each (Previous Year 5,00,00,000 Equity shares of ₹ 2 each)	1,000.00	1,000.00
	<u>1,000.00</u>	<u>1,000.00</u>
(b) Issued, Subscribed and fully paid up 1,12,00,000 Equity shares of ₹ 2 each (Previous Year 1,12,00,000 Equity shares of ₹ 2 each)	224.00	224.00
TOTAL	<u>224.00</u>	<u>224.00</u>

2.1: Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares				
Shares outstanding at the Beginning of the year	1,12,00,000	224.00	1,12,00,000	224.00
Changes during the year	-	-	-	-
Shares outstanding at the end of the year	<u>1,12,00,000</u>	<u>224.00</u>	<u>1,12,00,000</u>	<u>224.00</u>

2.2: Terms / Rights attached to shares:

The Company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

2.3: Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	%Holding	No. of Shares	%Holding
Equity Shares				
Navroze S Marshall	1,493,548	13.34	1,463,298	13.07
Shiamak J Marshall	1,512,965	13.51	1,512,965	13.51
Maki S Marshall	1,630,435	14.56	1,630,435	14.56
Kamal I Panju	717,155	6.40	717,155	6.40
Kayan J Pandole	710,655	6.35	710,655	6.35
Clover Technologies Pvt. Ltd.	1,588,772	14.19	1,694,462	15.13

4.1: Additional information to secured / unsecured loans

The long term portion of term loans are shown under long term borrowings and current maturities (payable within twelve months) of long term borrowings are shown under the current liabilities as per disclosure requirement of the Revised Schedule VI.

4.2: Details of securities and Terms of payment**1. Under Consortium - 4 (I) (A) (i) (a)**

- (i) First pari passu charge over present and future movable fixed assets of the company i.e. plant and machineries, equipments and entire block of assets other than specific assets financed by respective banks.
- (ii) All loans are secured against the personal guarantee of Chairman.
- (iii) Loan from ICICI is secured against the personal guarantee of Managing Director.

2. Others - 4 (I) (A) (i) (b)

Particulars	Maturity Period from the date of Balance Sheet (₹ in Lakhs)				
	1 - 2 years	2 - 3 years	3 - 5 years	5 years and Above	TOTAL
Zorostrrian Co.op. Bank Ltd.	133.12	129.54	156.82	5.42	424.89
Rate of Interest	10.50% to 14.00%				
Details of Security					
Secured by first charge by way of hypothecation of assets acquired under the specific facility granted by the Bank.					
All loans are secured against the personal guarantee of Chairman.					

Amount disbursed under the term loan shall be repaid in monthly installements varying from ₹32,280/- to ₹4,95,100/- (including Interest), over a period of 5 to 59 months.

3. Foreign Currency Loan (ECB) - 4 (I) (A) (ii)

	Maturity Period from the date of Balance Sheet (₹ in Lakhs)				
Particulars	1 - 2 years	2 - 3 years	3 - 5 years	5 years and Above	TOTAL
ICICI Bank Limited	158.58	174.44	174.44	-	507.45
Rate of Interest	LIBOR + 5%				
Details of Security					
Secured by first and exclusive charge on plant & machineries funded under the ECB.					
Secured by Fixed Deposit amounting to ₹ 123.35 lakhs kept with the bank.					
All loans are secured against the Corporate guarantee of M/s. J. N. Marshall & Company (Engineering Department) and the personal guarantee of Chairman and Managing Director.					
Other Terms					
Each amount disbursed under ECB shall be repaid in 13 quarterly installements varying from USD 37,826/- to USD 2,77,391/-.					

4. From other parties - 4 (I) (B)

Particulars	Maturity Period from the date of Balance Sheet (₹ in Lakhs)				
	1 - 2 years	2 - 3 years	3 - 5 years	5 years and Above	TOTAL
Vehicle Loan	8.54	1.46	-	-	9.99
Rate of Interest	9.9% to 10.5%				
Details of Security					
Secured by first charge by way of hypothecation of vehicles acquired under the specific facility granted by the Bank.					
Other Terms					
Amount disbursed under the term loan shall be repaid in monthly installments varying from ₹ 24,478/- to ₹ 57,783/- (including Interest), over a period of 11 to 26 months.					

NOTE 5: DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Deferred Tax Liability		
Opening Balance	257.09	213.63
Difference between accounting and tax depreciation	16.15	43.46
	<u>273.24</u>	<u>257.09</u>
Deferred Tax Assets		
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	(17.70)	-
Tax effect of items constituting deferred tax assets	(17.70)	-
TOTAL	<u>255.54</u>	<u>257.09</u>

NOTE 6: LONG TERM PROVISIONS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Provision for employee benefits:		
Provision for compensated absences	28.00	-
TOTAL	<u>28.00</u>	<u>-</u>

NOTE 7: SHORT-TERM BORROWINGS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Secured		
Loans repayable on demand		
From Banks Rupee Loan	986.79	859.12
From Banks Foreign Currency Loan	600.03	602.85
Others	15.25	15.25
TOTAL	<u>1,602.07</u>	<u>1,477.22</u>

7.1: Details of Security: For Rupee Loan

- (i) Working capital loans are secured against hypothecation of raw materials, finished goods, stores & spares, book debts etc. and entire block of assets (both present & future) in favour of consortium of banks on pari pasu other than specific assets financed by respective banks.
- (ii) All loans are secured against the personal guarantee of Chairman.

7.2: Details of Security: For Foreign Currency Loan

- (i) Working capital loans are secured against hypothecation of raw materials, finished goods, stores & spares, book debts etc. and entire block of assets (both present & future) in favour of consortium of banks on pari pasu other than specific assets financed by respective banks.
- (ii) All loans are secured against the personal guarantee of Chairman.

NOTE 8: TRADE PAYABLES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Trade payables:		
Due to Micro, small & Medium Enterprises	94.88	166.58
Others	1,553.62	891.05
TOTAL	<u>1,648.50</u>	<u>1,057.63</u>

Based on the information available with the company regarding total amount due to supplier as at March 31, 2015 covered under small and medium enterprises Act, 2006, amount to ₹94.88 (2013 - 14: ₹166.58 Lakhs). The company is generally regular in making payment of dues to such enterprise. There are no overdues beyond the credit period extended to the company which is less than 45 days hence liability for payment of interest or premium thereof and related disclosure under the said Act does not arise

NOTE 9: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Current maturities of long-term debt (Refer Note 4)	298.47	163.77
(b) Interest accrued but not due on borrowings	5.39	5.46
(c) Interest accrued and due on borrowings	6.66	1.36
(d) Unpaid dividends	13.64	13.26
(e) Other payables		
(i) Tax Deducted at source and other statutory dues	191.08	69.12
(ii) Employee Related Liabilities	281.27	118.26
(iii) Other current liabilities	0.29	7.26
(iv) Advances from customers	21.37	10.36
TOTAL	818.17	388.85

NOTE 10: SHORT-TERM PROVISIONS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Provision for employee benefits		
Provision for gratuity (Net) (Refer Note 26)	62.64	26.80
Provision for compensated absences	18.74	-
	81.38	26.80
(b) Provision - Others:		
(i) Provision for Income Tax (Net)	79.13	45.39
(ii) Provision for proposed equity dividend	56.00	56.00
(iii) Provision for tax on proposed dividends	11.40	9.52
	146.53	110.91
TOTAL	227.91	137.71

Note 11: FIXED ASSETS

OWNED		Gross block				Accumulated depreciation and impairment				Net block		
	Balance as at April 1, 2014	Additions	Disposals	Subsidy	Effect of foreign currency exchange differences	Balance as at March 31, 2015	Balance as at April 1, 2014	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Prior Period Adjustments	Balance as at March 31, 2015	Balance as at March 31, 2014
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
A. TANGIBLE ASSETS	(a) Land	8.71	-	-	-	8.71	-	-	-	-	-	8.71
		(8.71)	-	-	-	(8.71)	-	-	-	-	-	(8.71)
	(b) Buildings	213.33	-	-	-	213.33	57.84	5.00	-	2.62	65.46	147.86
		(208.44)	(4.89)	-	-	(213.33)	(47.74)	(7.05)	-	(3.05)	(57.84)	(155.48)
	(c) Plant and Equipment	2,812.43	505.56	-	-	3,345.28	1,128.43	249.65	-	-	1,378.08	1,684.00
		(2,592.75)	(151.67)	-	-	(2,812.43)	(969.23)	(147.69)	-	(11.51)	(1,128.43)	(1,684.00)
	(d) Furniture and Fixtures	45.56	2.14	-	-	47.70	20.17	5.46	-	-	25.63	22.07
		(42.43)	(3.13)	-	-	(45.56)	(17.17)	(2.44)	-	(0.56)	(20.17)	(25.39)
	(e) Vehicles	182.62	55.62	34.77	-	203.47	86.95	29.91	22.04	4.41	99.23	104.24
		(214.50)	-	(31.88)	-	(182.62)	(85.38)	(17.67)	(16.10)	-	(86.95)	(95.67)
	(f) Office equipment	46.17	2.80	0.20	-	48.77	21.34	6.78	0.08	7.30	35.33	13.44
		(42.52)	(3.65)	-	-	(46.17)	(19.90)	(1.44)	-	-	(21.34)	(24.83)
	(g) Others											
(1) Electrical Installations	75.99	1.03	-	-	-	77.02	29.37	10.68	-	0.22	40.27	46.62
	(74.71)	(1.65)	(0.37)	-	-	(75.99)	(24.09)	(5.21)	-	(0.08)	(29.37)	(46.62)
(2) Computers	57.50	9.73	-	-	-	67.23	42.14	5.47	-	5.97	53.58	15.36
	(53.17)	(4.33)	-	-	-	(57.50)	(36.64)	(4.89)	-	(0.61)	(42.14)	(16.53)
Total Tangible Assets	3,442.30	576.43	34.77		27.29	4,011.49	1,386.24	312.95	22.12	20.51	1,697.58	2,313.91
B. INTANGIBLE ASSETS												2,056.06
	(a) Goodwill	267.30	-	-	-	267.30	60.14	20.14	-	-	80.28	187.02
		(267.30)	-	-	-	(267.30)	(33.41)	(26.73)	-	-	(60.14)	(207.16)
	(b) Software	-	16.68	-	-	16.68	-	5.56	-	-	5.56	11.12
		-	-	-	-	-	-	-	-	-	-	-
(c) Royalty (Note 43)	-	204.36	-	-	-	204.36	-	45.53	-	-	45.53	158.83
	-	-	-	-	-	-	-	-	-	-	-	-
Total Intangible Assets	267.30	221.04	-	-	-	488.34	60.14	71.23	-	-	131.37	356.97
Total Fixed Assets	3,709.60	797.91	34.97	-	27.29	4,499.83	1,446.38	384.18	22.12	20.51	1,828.95	2,670.88
Previous year	(3,504.52)	(169.32)	(32.25)	-	(68.01)	(3,709.60)	(1,233.56)	213.12	(16.10)	(15.80)	(1,020.14)	
												2,670.88
												2,263.22

Note : Figures in bracket indicates previous year's figures.

NOTE 12: NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2015		As at March 31, 2014	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Investments (At cost):				
A. Trade Unquoted				
(a) i) Investment in equity instruments of associates 131051 (2013 - 2014: 131051) shares of ₹ 10 each fully paid up in Formex Private Limited (includes goodwill of ₹ 3.49 lakhs arising on Consolidation)	11.79		11.79	
ii) Share of Post acquisition Profit	35.35	47.14	-	11.79
(b) Investment in partnership firm (Refer Note below)	14.57			
Less: Share of Profit of Partnership Firm	14.57	-	-	
B Non Trade : Unquoted				
4000 (2013- 2014: 4000) shares of ₹ 25 each fully paid up in Zoroastrian Cooperative Bank Limited		1.00		1.00
TOTAL		48.14		12.79
Aggregate amount of unquoted investments		48.14		12.79

Note: Other details relating to investment in partnership firm

Name of the firm	As at March 31, 2015		As at March 31, 2014	
	Total capital ₹ in Lakhs	Share of each partner in the profits of the firm	Total capital ₹ in Lakhs	Share of each partner in the profits of the firm
Partnership Firm STUD INDIA	332.62		318.05	
(The company has acquired 99% share in the said partnership)				
Name of the Partners				
Simmonds Marshall Limited		99%		99%
Navroze S. Marshall		1%		1%
	332.62	100%	318.05	100%

NOTE 13: LONG-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015		As at March 31, 2014	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Unsecured, considered good				
(a) Capital Advance	20.23		179.48	
(b) Security deposits & Other Deposit	46.15		44.87	
(c) Other loans and advances				
(i) Advance Tax (Net of Provision)	46.19		44.56	
(ii) Value Added Tax	6.59		8.26	
(iii) Loans to Employees	3.98		6.41	
TOTAL	123.14		283.58	

NOTE 17: CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Cash and cash equivalents		
(i) Cash in Hand	0.08	0.04
(ii) Balances with Banks	318.22	359.66
(b) Other Bank Balances		
(i) Margin Money Deposit	139.55	55.35
(ii) Margin Money Deposit against ECB loan	123.35	116.68
(iii) Unclaimed Dividend Accounts	13.64	13.28
TOTAL	594.84	545.01

NOTE 18: SHORT-TERM LOANS AND ADVANCES

	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Unsecured, considered good		
(a) Loans and advances to related parties	17.14	6.24
	17.14	6.24
(b) Other Loans and Advances		
(i) Loans to Employees	11.29	6.23
(ii) Prepaid expenses	38.19	29.62
(iii) Cenvat Recoverable	159.67	72.56
(iv) Advances to Trade Payable	35.12	52.92
(v) Others	0.40	0.55
	244.66	161.88
TOTAL	261.80	168.12

NOTE 19: OTHER CURRENT ASSETS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Interest accrued on deposits	5.19	3.60
TOTAL	5.19	3.60

NOTE 14: OTHER LONG TERM ASSETS

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Trade Receivable	12.60	28.49
Prepaid Expenses	0.34	0.87
Others	8.01	8.41
TOTAL	20.95	37.77

NOTE 15: INVENTORIES

(At lower of cost or net realisable value)

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(a) Raw materials	1,186.34	625.14
Goods-in-transit	29.66	44.63
	1,216.00	669.77
(b) Work-in-progress	636.24	600.22
	-	-
(c) Finished goods	661.74	313.67
Goods-in-transit	-	14.46
	661.74	328.13
(d) Stores and spares	9.01	7.99
Goods-in-transit	1.20	1.88
	10.21	9.87
(e) Others		
(i) Tools	841.75	762.10
Goods-in-transit	0.32	37.43
	842.07	799.53
(ii) Packing Material	2.69	5.91
Goods-in-transit	-	-
	2.69	5.91
TOTAL	3,368.95	2,413.43

NOTE 16: TRADE RECEIVABLES

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Unsecured, Considered Good		
Outstanding exceeding six months	74.61	49.66
Unsecured, considered good	3,366.83	2,666.25
TOTAL	3,441.44	2,715.92

NOTE 20: OTHER INCOME

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Interest Income	18.08	18.17
Freight charges received	0.98	-
Miscellaneous Income	0.07	-
Dividend income	0.15	0.15
Other non-operating income	6.27	23.87
Share of Profit from Partnership Firm	14.56	19.49
Profit on Sale of Fixed Assets	0.53	1.40
Cash Incentive on Export Received	0.42	-
TOTAL	41.06	63.08

NOTE 21: COST OF MATERIALS CONSUMED

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Opening stock	669.77	826.94
Add: Purchases	6,380.82	4,749.98
	7,050.59	5,576.92
Less: Closing stock	1,216.00	669.77
TOTAL	5,834.59	4,907.15

NOTE 22: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Inventories at the end of the year:		
Finished goods	661.74	328.13
Work-in-progress	636.24	600.22
	1,297.98	928.35
Inventories at the beginning of the year:		
Finished goods	328.13	396.13
Work-in-progress	600.22	430.43
	928.35	826.56
TOTAL	(369.63)	(101.79)

NOTE 23: EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Salaries and wages	1,922.76	1,222.83
Contributions to provident and other funds	189.68	166.72
Staff welfare expenses	322.55	301.98
TOTAL	2,434.98	1,691.54

NOTE 24: FINANCE COSTS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Interest expense	342.83	318.05
Other borrowing costs	54.11	13.05
TOTAL	396.94	331.10

NOTE 25: OTHER EXPENSES

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Consumption of stores and spare parts	149.04	106.54
Consumption of loose tools	702.18	566.63
Consumption of packing materials	127.54	76.25
Power and fuel	248.62	215.91
Job Work Charges	1,766.55	1,317.01
Rent	202.58	168.70
Repairs and maintenance		
Buildings	16.08	7.52
Machinery	116.63	78.23
Others	81.75	44.65
	214.46	130.41
Insurance	17.49	20.85
Rates and taxes - excluding Taxes on Income	66.00	5.93
Communication	18.55	18.41
Travelling and conveyance	115.10	84.53
Printing and stationery	30.32	20.48
Freight and forwarding	511.47	334.07
Sales commission	25.10	19.10
Donations and contributions	-	6.01
Legal and professional	151.08	111.52
Directors Fees	0.27	0.30
Net loss on foreign currency transactions and translation (net)	57.05	114.75
Prior period items	24.41	23.57
Miscellaneous expenses	151.52	82.03
CSR Expenses (@)	6.00	-
TOTAL	4,585.32	3,422.99

@ - Amount to be spent ₹ 16.06 lakhs; amount spent in cash ₹ 6 lakhs for purpose other than acquisition of assets.

NOTE 26: DISCLOSURE RELATING TO EMPLOYEE BENEFIT - AS PER REVISED AS 15**(i) Defined Contribution Plan**

During the year ended March 31, 2015, the company has recognised the following amounts in the profit and loss account.

	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Employer's contribution to Provident Fund & Family Pension Fund	77.88	85.05
Employer's contribution to Superannuation Fund	9.96	8.91

(ii) Defined Benefit plan

A. The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on term not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with Life Insurance Corporation of India.

B. Details of defined benefit plan as per actuarial valuation report of LIC of India as at March 31, 2015 is as under :

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Components of employer expense		
Current service cost	28.43	28.21
Interest cost	32.80	26.25
Expected return on plan assets	(32.45)	(29.66)
Actuarial losses/(gains)	44.35	46.17
Total expense recognised in the Statement of Profit and Loss	73.13	70.97
Actual contribution and benefit payments for year		
Actual benefit payments	(46.59)	(57.01)
Actual contributions	42.29	64.61
Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	437.45	379.79
Fair value of plan assets	379.81	352.99
Funded status [Surplus / (Deficit)]	(57.64)	(26.80)
Net asset / (liability) recognised in the Balance Sheet	(57.64)	(26.80)
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	379.79	337.28
Current service cost	28.43	28.21
Interest cost	32.80	26.25
Actuarial (gains) / losses	43.02	45.06
Benefits paid	(46.59)	(57.01)
Present value of DBO at the end of the year	437.45	379.79

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Change in fair value of assets during the year		
Plan assets at beginning of the year	352.99	316.83
Acquisition adjustment	-	-
Expected return on plan assets	31.12	29.66
Actuarial gain / (loss)	-	(1.10)
Actual company contributions	42.29	64.61
Benefits paid	(46.60)	(57.01)
Plan assets at the end of the year	379.80	352.99
Actuarial assumptions		
Discount rate	8.00%	9.20%
Expected return on plan assets	9.25%	9.25%
Salary escalation	4%	4%
Composition of the plan assets is as follows:		
Government bonds		
PSU bonds		
Equity mutual funds		
Others - Insurer Managed Funds	100%	100%

The expected rate of return on the plan assets is based on the average long term rate of return expected on investments of the Fund during the estimated term of the obligations. The actual return on plan assets is ₹ 32.45 lakhs (2013 - 2014 : ₹ 28.21 lakhs)

The assumption of the future salary increase, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors.

Experience Adjustments		
Present value of Defined Benefit Obligation as at March 31, 2015	437.45	379.79
Fair Value of Plan Assets as at March 31, 2015	379.81	352.99
Funded status [Surplus/(Deficit)]	(57.64)	(26.80)
Experience adjustment on Plan Liabilities	43.02	45.07
Experience adjustment on plan Assets	1.33	1.10

(iii) Other Long Term Benefits:

The Employee Benefits towards Compensated absences are provided based on actuarial valuation made at the end of the year.

Employee benefits towards Compensated absences recognised in the Statement of Profit and Loss are as follows:

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
(a) Current Service Cost	23.11	-
(b) Interest Cost	-	-
(c) Net actuarial (gain) / loss	31.58	-
	54.69	-
Actuarial assumptions		
Discount rate	7.80%	-
Salary escalation	4%	4%

The assumption of the future salary increase, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors.

NOTE 27: SEGMENT REPORTING AS - 17**a) Business segment**

The Company's business activity falls within a single primary business segment, viz manufacture of Industrial Fastners such as nuts, bolts etc. Hence, no disclosure is required for business segment.

b) Geographical segments

Revenue is segregated into two segments namely India (sales to customer within India) and other countries (sales to customer outside India) on the basis of geographical location of customers for the purpose of reporting geographical segments.

The accounting policy adopted for segment reporting are in line with the accounting policies adopted for the preparation of financial statements as disclosed in Note 1 above.

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Information in respect of Secondary Segment		
(i) Segment Revenue		
India	12,315.04	10,339.56
Other Countries	1,930.20	739.27
	14,245.24	11,078.83
(ii) Carrying Amount of Segment Assets		
India	10,112.57	8,366.14
Other Countries	422.76	77.24
	10,535.33	8,443.38
(iii) Capital Expenditure		
India	125.27	67.16
Other Countries	699.92	170.17
	825.19	237.34

Note 28: RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18**Related party transactions****A. Details of related parties**

Description of relationship
Subsidiaries

Associate Company

Key Management Personnel (KMP)

Relatives of KMP

Company and Enterprises in which KMP / Relatives
of KMP can exercise significant influence

Names of related parties

STUD INDIA - Partnership Firm

Formex Private Limited

Mr. S. J. Marshall (Chairman)

Mr. N. S. Marshall (Managing Director)

Mr. I. M. Panju (Whole-Time Director)

Mr. N. D. Bharucha (Chief Financial Officer)

Mrs. M. S. Marshall

Mrs. K. I. Panju

Mrs. K. J. Pandole

Mrs. N. N. Bharucha

Corrodyne Coatings Pvt.Ltd.

Desmet Ballestra (India) Pvt. Ltd.

Diamtools Pvt. Ltd.

Jiji Marshall Trading Co. Pvt. Ltd.

J. N. Marshall & Co. (Steel Dept.)

J. N. Marshall & Co. - Custom House Clearing Agents

J. N. Marshall & Co. (Engg. Dept.)

J. N. Marshall Engineering Pvt. Ltd.
 J. N. Marshall Pvt. Ltd.
 Marshall Real Estate & Investment Corporation
 Powair Automation Equipments Pvt. Ltd.
 S.J. Marshall Trading Co. Pvt. Ltd.
 Spirax Marshall Ltd.
 Marshall Charitable Foundation

B. Related Party Transactions

		2014 - 15 ₹ in Lakhs		2013 - 14 ₹ in Lakhs
(i) Associate Company				
Payment for Services		642.64		538.15
Outstanding balance as on March 31, 2015	Dr	17.14	Dr.	4.23
(ii) Key Management Personnel & Relatives				
(a) Remuneration		109.86		74.92
(b) Interest		72.40		77.55
Outstanding balance as on March 31, 2015	Cr.	653.30	Cr.	603.00
(iii) Enterprises in which Key Management Personnel have significant influence				
(a) Payment for Services		140.84		119.71
(b) Purchase of Materials		0.18		1.65
(c) Donations given		-		6.00
(d) Payment of Interest		7.91		8.16
(e) Payment of Rent / Rates & Taxes		184.00		178.31
(f) Receipt for share of expense		0.45		5.40
(g) Amount contributed for CSR Expenditure		6.00		-
Outstanding balance as on March 31, 2015	Cr.	80.23	Cr.	107.45

There are no write offs/write back of any amounts for any of the above parties.

NOTE 29: LEASE TRANSACTIONS

The Company's significant leasing arrangements are in respect of operating lease for premises and Vehicles. The period of agreement is generally for one year and is renewable by mutual consent. The aggregate lease rental expense are ₹ 202.58 lakhs (2013 - 2014 ₹ 170.45 lakhs).

Total of future minimum lease rent payable is as follows :

Period	₹ in Lakhs	₹ in Lakhs
Payable within one year	186.12	186.00
Payable within 1 - 5 years	88.82	274.94

NOTE 30 : EARNINGS PER SHARE

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Earnings per share		
Net profit for the year attributable to the equity shareholders (₹ in Lakhs)	741.84	460.67
Weighted average number of equity shares	11,200,000.00	11,200,000.00
Par value per share (₹)	2.00	2.00
Basic and diluted Earning per share (₹)	6.62	4.11

NOTE 31: CONTINGENT LIABILITIES & COMMITMENTS NOT PROVIDED FOR

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
(i) Other money for which the Company is contingently liable		
(a) Bills Discounted	223.78	70.88
(b) Bonds given against import of machineries under EPCG scheme & Advance License	1,361.78	1,888.71
(c) Income Tax	47.83	44.46
(d) Guarantees	0.02	0.02
(ii) Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	20.23	179.48

NOTE 32: DERIVATIVE FINANCIAL INSTRUMENTS

Derivative contracts entered into by the company and outstanding as on March 31, 2015

For hedging Currency and Interest Rate Related Risks

Nominal amounts of derivative contracts entered into by the company and outstanding as on March 31, 2015 amount to ₹ 639.71 lakhs (Previous Year ₹ 678.12 lakhs). Category wise break up is given below:

Particulars	Currency	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Interest Swap	USD	10.09	11.15
	₹ in Lakhs	639.71	678.12

The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at Balance Sheet date are as follows:

Particulars	Currency	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
Receivables	GBP	412.42	29.82
	USD	1.43	46.73
	EURO	3.87	0.68
Payables	USD	677.74	191.15
	GBP	0.77	133.13
	JY	29.57	46.53
ECB Loan and Interest Payable	USD	639.71	678.12
FCNR Loan	USD	600.03	602.85

NOTE 33: OPENING & CLOSING STOCKS OF GOODS MANUFACTURED BY THE COMPANY:

Particulars	As at March 31, 2015 ₹ in Lakhs	As at March 31, 2014 ₹ in Lakhs
NUTS & BOLTS		
Opening Stocks as at April 1, 2014	328.13	396.13
Closing Stocks as at March 31, 2015	661.74	328.13

NOTE 34: SALE OF GOODS MANUFACTURED AND TRADED BY THE COMPANY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
NUTS & BOLTS	13,193.06	10,066.21
STUD	967.26	881.43
SALE OF GOODS TRADED BY THE COMPANY:		
Hexagonal Bolts	91.38	136.62
TOTAL	14,251.70	11,084.26

NOTE 35: PURCHASE OF GOODS TRADED BY THE COMPANY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Hexagonal Bolts	49.89	74.09

NOTE 36: RAW MATERIALS AND COMPONENTS CONSUMED

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Steel	5,125.34	4,336.47
Nylon Inserts	24.62	39.71
Nylon Moulding Powder	17.98	11.23
Plating Materials	94.36	62.88
Cage Clips, etc.	572.30	456.86
TOTAL	5,834.60	4,907.15

Note 37: DETAILS OF CONSUMPTION OF IMPORTED AND INDIGENOUS ITEMS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Raw materials		
Imported *	2,431.29	2,681.15
% TO TOTAL CONSUMPTION	41.67	54.64
Indigenous *	3,403.31	2,226.00
% TO TOTAL CONSUMPTION	58.33	45.36
TOTAL	5,834.60	4,907.15
	100.00	100.00
* Sale of turnings, borings and pallets has been allocated in proportion to the consumption of imported and indigenous steel.		
Stores, Components & Spare Parts		
Imported	-	-
% TO TOTAL CONSUMPTION	-	-
Indigenous	149.04	106.54
% TO TOTAL CONSUMPTION	100.00	100.00
TOTAL	149.04	106.54
	100.00	100.00

NOTE 38: VALUE OF IMPORTS CALCULATED ON CIF BASIS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Raw materials	2,373.83	1,875.61
Tools	458.70	430.13
Capital goods	256.78	227.35
Stores & Spares	4.79	7.50

NOTE 39: EXPENDITURE IN FOREIGN CURRENCY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Commission	4.45	7.40
Foreign Travelling	6.88	3.73
Interest on Loan	67.21	72.12
Other matters	2.36	7.25
TOTAL	80.90	90.50

NOTE 40: EARNINGS IN FOREIGN CURRENCY

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
Export of goods calculated on FOB basis	1,930.20	739.27

NOTE 41: PAYMENTS TO AUDITORS

Particulars	For the year ended March 31, 2015 ₹ in Lakhs	For the year ended March 31, 2014 ₹ in Lakhs
As Auditors		
(i) Audit Fees	7.25	3.80
(ii) Tax, MVAT & Domestic Transfer Pricing Audit	2.00	2.05
(iii) Limited Review	1.08	0.50
(iv) Consolidation Fees	0.50	0.50
In other Capacity		
(i) Certification Work & Other Capacity	2.10	2.71
(ii) Representation before Statutory Authority	3.08	0.50
Reimbursement of Expenses & Service Tax	1.97	0.74
TOTAL	17.98	10.80

NOTE 42

As per the requirement of the Companies Act, 2013, the company has reassessed the remaining useful life of the fixed assets taking into consideration the useful life prescribed in Schedule II of the Act and charged amount of ₹20.51 lakhs to the Reserve and surplus account.

NOTE 43

During the year, the company has entered into an agreement with Francis Kirk & Son Ltd. UK, for acquiring exclusive right to use trade mark "Philidas" and to manufacture Industrial Fasteners for a period of 3 years for the purpose of export. The company has paid one time royalty ₹204.36 lakhs which has been shown as intangible assets in the fixed asset schedule and has been amortised over the agreement period of 3 years.

NOTE 44

The company has introduced compensated absences policy for employees in the current year wherein it has also provided for the leave benefit to the employees for the earlier years services. The company has provided an amount of ₹54.69 lacs for the compensated absences policy as per the actuarial valuation which is in accordance with the AS -15 issued by ICAI.

NOTE 45

In compliance with Accounting Standards-2 (AS-2) revised, excise duty liability estimated at ₹108.33 lakhs (2013 - 2014 : ₹48.02 lakhs) on finished goods lying in factory premises has been loaded on the valuation of Finished goods. However, it has no impact on the Profit and Loss Account. The Excise duty of ₹60.31 lakhs related to the difference between the closing stock and opening stock is given effect in the Profit & Loss Account.

NOTE 46

In the opinion of the management, inventories continue to have a realisable value of at least amount at which they are stated in Balance sheet.

NOTE 47

Balance of sundry debtors, loans & advances and sundry creditors balances are subject to confirmations, verification and adjustments necessary upon reconciliation thereof. Pending adjustments on confirmations, if any, it is shown as good in nature.

NOTE 48

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report attached of even date

For S H R & CO

Chartered Accountants

FRN: 120491W

Hitesh R Shah

Partner

M. No. 104795

Mumbai, May 29, 2015

For and on behalf of the Board

S J MARSHALL

N S MARSHALL

I M PANJU

F K BANATWALLA

C. B. BAMBAWALE

A.V.CHOWDHURY

N D BHARUCHA

PRIYA SHETTY

Chairman

Managing Director

Directors

Chief Financial Officer

Company Secretary

SIMMONDS MARSHALL LIMITED

Regd. Office: Mumbai-Pune Road, Kasarwadi, Pune, Maharashtra :-411 034.

Tel. No.(91-020)3078-2160/3078-2170, Fax No.(91-020)3078-2195

Website :- www.simmondsmarshall.com Email Id :- smlpune@simmondsmarshall.com

Corporate identity Number: L29299PN1960PLC011645

ATTENDANCE SLIP

DP ID*		Folio No.	
Client ID*		No. of Share(s)	

Name & Address of Shareholder:.....
.....

I/We hereby record my / our presence at the 55th Annual General Meeting at Kwaliti Restaurant, Mumbai - Pune Road, Near Titan Showroom, Chinchwad, Pune – 411 019on Wednesday, the 23rd September, 2015 at 12.00 Noon

Signature of Shareholder / Proxy

*Applicable for investors holdings shares in electronic form.

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013and Rule 19(3) of the Companies (Management and Administration), 2014.

CIN:L29299PN1960PLC011645

Name of the Member(s):	_____
Registered Address:	_____
	E-Mail Id: _____
Folio No./Client id:	
DP ID:	

I/We being the member(s) of _____ shares of Simmonds Marshall Limited, hereby appoint:

- 1) Name _____ email id _____
Address _____ or failing him
- 2) Name _____ email id _____
Address _____ or failing him
- 3) Name _____ email id _____
Address _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on Wednesday, the 23rd September, 2015 at 12.00 Noon at Kwaliti Restaurant, Mumbai - Pune Road, Near Titan Showroom, Chinchwad, Pune - 411 019 and at any adjournment thereof in respect of such resolution as are indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	Optional	
Ordinary Business		For	Against
1	To receive, consider and adopt the audited statement of Profit & Loss for the financial year ended at March 31, 2015 and Balance Sheet as on that date and the Report of the Director's and Auditor's thereon.		
2	To declare Dividend on Equity Shares for the year ended March 31, 2015.		
3	To elect and appoint Director in place of those retiring by rotation.		
4	To re-appoint, Auditors of the Company and to fix their remuneration.		
Special Business			
4	Regularization of Mrs. Amrita Chowdhury as Director of the Company.		
5	Approval of the Remuneration of the Cost Auditor.		
6	Adoption of a new set of Articles of Association of the Company.		

Signed this..... Day of2015

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp of
₹ 1

Note :

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 55th Annual General Meeting.
- (3) ** This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.
- (4) Please complete all details including details of Members (S) in above box before Submission.