



Smiths & Founders (India) Limited

SFIL/AGM/2023/BSE/Scrutinizer's Report/2809/2023-24
Thursday, September 28, 2023

The Manager –Listing
Bombay stock Exchange Limited
P J Towers, 25th Floor, Dalal Street
Mumbai – 400001

Dear Sir,

Sub: Report of Scrutinizer

Ref: Scrip Code: 513418

The Company had appointed Mr. Nagesha Rao, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the voting through remote e-voting facility provided by the Company to its members as well as e-voting facility at its AGM held on 27th September, 2023 through Video Conferencing (VC).

Report of Scrutinizer, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 is attached.

Kindly take this notice as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours sincerely,
For Smiths & Founders (India) Limited

Roopashree B Shettigar
Company Secretary & Compliance Officer
Encl: as above





K N Nagesha Rao BCom, DSP, DEE, DBA, LLB, FCS, FCMA
Practising Company Secretary

“Sumukha”
22, 5th Cross, I Stage, Grihalaxmi
Colony, Basaveshwaranagar,
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Scrutinizer’s Report

Name of the Company	Smiths & Founders (India) Limited Formerly known as Shimoga Technologies Ltd, Shimoga Forge Ltd with CIN L85110KA1990PLC011303
Meeting	Thirtysecond Annual General Meeting
Day, Date & Time	Wednesday, 27th September, 2023 at 11.00 am.
Deemed Venue	Registered Office of the Company, No.505, 5th Floor, Brigade Rubix, No.20, HMT Main Road, Bengaluru 560 013
Mode	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

1. Appointment as Scrutinizer

1.1 I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 32nd Annual General Meeting (“AGM”) of Smiths & Founders (India) Limited with CIN L85110KA1990PLC011303 (hereinafter referred to as “the Company”) held on Wednesday, 27th September, 2023 at 11.00 am through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

1.2 My responsibility as a Scrutinizer is to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 (Act) and the Rules made thereunder (Rules); (ii) the Circulars issued by the Ministry Corporate Affairs, Government of India (MCA); and (iii) the Listing Regulations in respect of the resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 In accordance with the MCA Circulars read with dated May SEBI/HO/CFD/CMD1/CIR/P /2020/79 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD /POD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circulars"), and on the basis of the Register of Members and the list of Beneficial Owners made available by Integrated Registry Management Services Private Limited the Registrar and Share Transfer Agents ("RTA") of the Company and the Depository Participants the Company sent AGM Notice through e-mail on 4th September 2023 to all 11,008 shareholders who provided mail IDs.

2.2 The Company had also published advertisements in newspapers, namely Business Standard (English) and ವಿಜಯವಾಣಿ (Vijayavani - Kannada), having electronic editions both on 4th September 2023 specifying therein the matters prescribed in the Rules and MCA Circulars with regard to Remote e-voting.

2.3 The Company hosted the notice of AGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 2nd September 2023.

3. Cut-off date

Voting rights were reckoned as on 20th September, 2023, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

4.2 Remote e-voting period

Remote e-voting platform was open from 9:00 a.m. (IST) on Sunday, 24th September, 2023 till 5:00 p.m. (IST) on Tuesday, 26th September, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on closure of the remote e-voting platform provided by CDSL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-voting agency provided me with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

6. Counting Process

6.1 On completion of e-voting during the AGM, I unblocked at 12:03 hours on 27th September, 2023 the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

7. Results

7.1 I observe that:

- a) 1 member had cast his votes through e-voting at the AGM;
- b) 43 Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 2nd September 2023 are enclosed herewith.

7.3 Based on the aforesaid results, I report that **four Ordinary Resolutions** as set out in Item Nos. 1, 2, 3 and 5 and **three Special Resolutions** as set out in Item No. 4, 6 and 7 of the Notice of the AGM dated 2nd September 2023 have been **passed with the requisite majority**.

Place: Bengaluru

Date: 28th September, 2023

UDIN Number F003000E001110304

Peer Review Unique ID No.I2014KR1122000

K N Nagesha
Rao

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K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861



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9845050333; 08023234353
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Consolidated Results

(to be read along with the Scrutinizer Report of even date)

Item No. 1: Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	
Assent	43	90,430,055	1	7	44	90,430,062	100.0000%
Dissent	0	0	0	0	0	0	0
Total	43	90,430,055	1	7	44	90,430,062	100%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

Item No. 2: Appointment of Mr. Suresh Shastry (DIN: 01099554) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	
Assent	43	90,430,055	1	7	44	90,430,062	100.0000%
Dissent	0	0	0	0	0	0	0
Total	43	90,430,055	1	7	44	90,430,062	100%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

Item No. 3: Appointment of Statutory Auditors

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	
Assent	43	90,430,055	1	7	44	90,430,062	100.0000%
Dissent	0	0	0	0	0	0	0
Total	43	90,430,055	1	7	44	90,430,062	100%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

Item No. 4: Continuation of Directorship of Mr. Sudhindra Narayan Kalghatgi (DIN: 06994850), as an Independent Director.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	
Assent	42	90,430,045	1	7	43	90,430,052	99.99999%
Dissent	1	10	0	0	1	10	0.00001%
Total	43	90,430,055	1	7	44	90,430,062	100%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

Item No. 5: Related Party Transaction/Arrangements

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes	
Assent	33	112,238	1	7	34	112,245	100.0000%
Dissent	0	0	0	0	0	0	0.00000%
Total	33	112,238	1	7	34	112,245	100%

Note: the above voting count does not include invalid votes of 90,317,817 cast by 10 shareholders

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

**Item No. 6: Appointment of Mr. Hemachandra (DIN: 10303392)
as Independent Director**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of share-holders	No. of Votes	No. of share-holders	No. of Votes	No. of share-holders	No. of Votes	
Assent	42	90,430,045	1	7	43	90,430,052	99.99999%
Dissent	1	10	0	0	1	10	0.00001%
Total	43	90,430,055	1	7	44	90,430,062	100%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

**Item No. 7: Continuation of Directorship of Mr. Hemachandra (DIN: 10303392)
as an Independent Director**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No. of share-holders	No. of Votes	No. of share-holders	No. of Votes	No. of share-holders	No. of Votes	
Assent	42	90,430,045	1	7	43	90,430,052	99.99999%
Dissent	1	10	0	0	1	10	0.00001%
Total	43	90,430,055	1	7	44	90,430,062	100%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 2nd September 2023 has been **passed with requisite majority**.

Place: Bengaluru

Date: 28th September, 2023

UDIN Number F003000E001110304

Peer Review Unique ID No.I2014KR1122000

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Practising Company Secretary

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