



Smiths & Founders (India) Limited

SFIL/AGM/2020/BSE/Scrutinizer's Report/2609/2020-21
Saturday, September 26, 2020

**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 26th September, 2020 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 Digitally signed by
ROOPASHREE B
E B SHETTIGAR
SHETTIGAR Date: 2020.09.26
17:32:09 +05'30'

**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,
Bengaluru 560079

☎ 9845050333; 08023234353
✉ nageshknn@gmail.com

Scrutinizer's Report

Name of the Company	Smiths & Founders (India) Limited Formerly known as Shimoga Technologies Ltd, Shimoga Forge Ltd with CIN L85110KA1990PLC011303
Meeting	Twenty-ninth Annual General Meeting
Day, Date & Time	Saturday, 26th September 2020 at 10.00 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

I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 29th Annual General Meeting ("AGM") of Smiths & Founders (India) Limited with CIN L85110KA1990PLC011303 (hereinafter referred to as "the Company") held on Saturday, 26th September, 2020 at 10.00 am through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). 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.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in *Business Standard* (English) and *Ee Sanje* (Kannada), having electronic editions on 5th September, 2020 and 4th September, 2020 respectively specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both



physical & and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 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 **3rd September, 2020**.

2.3 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 Central Depository Services (India) Limited ("CDSL"), the Company sent e-mails on **3rd September 2020** to all 5,449 shareholders who provided mail IDs.

3. Cut-off date

Voting rights were reckoned as on **Friday, 18th September 2020**, 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 Wednesday, 23rd September, 2020 till 5:00 p.m. (IST) on Friday, 25th September, 2020** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on 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 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) none had cast their votes through e-voting at the AGM;
- b) 28 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 3rd September, 2020 are enclosed herewith.

7.3 Based on the aforesaid results, I report that **three Ordinary Resolutions** as set out in Item Nos. 1 to 3 and **one Special Resolution** as set out in Item No. 4 of the Notice of the AGM dated 3rd September, 2020 have been **passed with the requisite majority**.

Place: Bengaluru
Date: 26th September, 2020
UDIN Number FO03000B000783331
Peer Review Unique ID No. I2014KR1122000



A handwritten signature in blue ink, appearing to be "K.N. Nagesha Rao".

K N Nagesha Rao
FCS 3000 CP 12861



A handwritten signature in blue ink, identical to the one in the main body of the report.

Consolidated Results

Item No. 1: Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 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	26	90780835	0	0	26	90780835	100.00
Dissent	2	57	0	0	2	57	0.00
Total	28	90780892			28	90780892	100.00

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 3rd September, 2020 has been **passed with requisite majority**.

Item No. 2: Re-appointment of Mrs. Supriya Shastry (DIN:01327762), a Director retiring by rotation

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	24	71761846	0	0	24	71761846	99.46
Dissent	3	386921	0	0	3	386921	0.54
Total	27	72148767	0	0	27	72148767	100.00

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 3rd September, 2020 has been **passed with requisite majority**.

Item No. 3: Re-appointment of Mr. Suresh Shastry (DIN:01099554), a Director retiring by rotation

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	22	61472861	0	0	22	61472861	99.37
Dissent	4	387351	0	0	4	387351	0.63
Total	26	61860212	0	0	26	61860212	100.00

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 3rd September, 2020 has been **passed with requisite majority**.



4

Item No. 4: Appointment of Mr. Manjunath K H 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	24	90393541	0	0	24	90393541	99.57
Dissent	4	387351	0	0	4	387351	0.43
Total	28	90780892	0	0	28	90780892	100.00

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 3rd September, 2020 has been **passed with requisite majority**.

Place: Bengaluru
Date: 26th September, 2020
UDIN Number FO03000B000783331
Peer Review Unique ID No.12014KR1122000



A handwritten signature in blue ink, appearing to be "K.N. Nagesha Rao".

K N Nagesha Rao
FCS 3000 CP 12861