



Smiths & Founders (India) Limited

SFIL/BSE/REG.24A/SECRETARIAL/COMPLY/REPORT/2022-23

Tuesday, 24th May, 2022

The Department of Corporate Relations
BSE Limited
25th Floor, P.J.Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Annual Secretarial Compliance Report, for the year 2021-22

Ref: Scrip Code No.513418

PFA, the Annual Secretarial Compliance Report, for the year 2021-22, dated 20.05.2022, in terms of Regulation 24A of SEBI (LODR), Regulations, 2015 & SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, issued by Practicing Company Secretary, Mr. K N Nagesha Rao, holding Certificate of Practice No. 12861 & Membership No. FCS 3000.

Please take the same on record.

Thanking you,

Yours faithfully,

For Smiths & Founders (India) Limited

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ROOPASHREE B
E B SHETTIGAR
SHETTIGAR Date: 2022.05.24
16:49:15 +05'30'

Roopashree B Shettigar

Company Secretary & Compliance Officer

Encl: as above



K N Nagesha Rao B.Com, 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

Secretarial Compliance Report

of Smiths & Founders (India) Limited for the year ended 31st March 2022
(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015)

I K N Nagesha Rao, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Smiths & Founders (India) Limited with CIN : L85110KA1990PLC011303 ("the Listed Entity"),
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Disclosures of related party transactions on half-year ended 30 th September 2021 in terms of Regulation 23 (9) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Did not submit within 30 days from the date of publication of Listed Entity's financial results for the half year ended 30 th September 2021	Non-compliance of said Regulation 23 (9) - delay by 2 days in disclosures of related party transactions to BSE Limited

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations remarks of the Practising Company Secretary, if any.
1	BSE Limited	Delay in disclosures of related party transactions on half-year ended 30 th September 2021 in terms of Regulation 23 (9) SEBI (LODR) Regulations, 2015	Levy of fine of Rs.10,000 at Rs.5,000 per day	The Listed Entity paid the fine levied by BSE Limited

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end (The years are to be mentioned)	Actions taken by the Listed Entity, if any	Comments of the Practising Company Secretary on the actions taken by the Listed Entity
---- not applicable ---				



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Practising Company Secretary

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(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR / CFD / CMD1/ 114/ 2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" - is not applicable during the Review Period.

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the Listed Entity on those observations.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/observations.

E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of:

- all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the Listed Entity on those observations.**
- the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)**

Bengaluru
20th May, 2022
UDIN No. F003000D000358344
Peer Review Unique ID No. I2014KR1122000



K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861