



Smiths & Founders (India) Limited

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COSEC/BSE//REG-30/2004/2019-20
SATURDAY, April 20, 2019
By Registered Post, with A/D

Mr. Abhijit Pai,
Deputy General Manager, Listing Compliance
BSE Limited, P.J.Towers, Dalal Street,
Mumbai – 400001

Dear Sir,

Subject: Disclosure of events or information, to conform to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), relating to change in directors & KMP

Unit: SMITHS AND FOUNDERS (INDIA) LIMITED – Scrip Code: 513418

We draw your kind attention to the outcome of Board Meeting filed with your esteemed Exchange, online, vide acknowledgement no. 615167, dated 19.04.2019.

PFA, a file containing Disclosure of events or information, to conform to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), relating to change in directors & KMP.

Please take the above on record.

Thank you,
Yours truly,

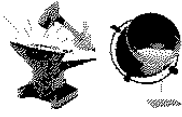
Smiths & Founders (India) Limited


Ravi V
Company Secretary & Compliance Officer
Encl: as above



Cc To: Mr. Shyam Bhagirath,
Associate Manager - Listing Compliance
BSE Limited, P.J.Towers, Dalal Street,
Mumbai – 400001

Cc To: Mr. Sambhaji Solat
Associate Manager - Listing Compliance
BSE Limited, P.J.Towers, Dalal Street,
Mumbai – 400001



20.04.2019

SMITHS & FOUNDERS (INDIA) LIMITED

Review of Compliances mandated by SEBI, under SEBI [Listing Obligations & Disclosure Requirements (LODR)], Regulations, 2015

The composition of the Board of Directors till 18.04.2019 was as under.

Directors	Category
1.Mr. V. Parthasarathy	Chairman & Non-Executive, Independent Director
2.Mr. Suresh Shastry	Promoter, Managing Director
3.Mr. Sathish Shastry	Non-Promoter, Executive Director
4.Mr. Umesh Shastry	Non-Promoter, Executive Director
5.Mrs. Supriya Shastry	Non Promoter, Executive Director
6.Mr.SudhindraNarayan Kalghatgi	Non-Executive, Independent Director

The Company was non-compliant with Reg.17 (1)(a), as to the composition of Board of directors.

The following CORRECTIVE measures were taken by the Board of Directors, at its Meeting held on 19.04.2019. Mr. Umesh Shastry and Mr. Sathish Shastry had resigned from the Board, as Executive Directors, with effect from 01.04.2019 and Mrs. Shailaja Suresh has been appointed as a non-executive Director, with effect from 01.04.2019..

The composition of the Board of Directors from 19.04.2019 is as under.

Directors	Category
1.Mr. V. Parthasarathy	Chairman & Non-Executive, Independent Director
2.Mr. Suresh Shastry	Promoter, Managing Director
3.Mrs. Shailaja Suresh	Promoter, Non-Executive Director
4.Mrs. Supriya Shastry	Non Promoter, Executive Director
5.Mr.SudhindraNarayan Kalghatgi	Non-Executive, Independent Director

Three non-executive directors and Two executive directors. Reg.17 1) a) is complied with.



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The composition of the Nomination & Remuneration Committee till 18.04.2019 was as under.

Directors	Category
1. Mr. V. Parthasarathy - Chairman & Non-Executive, Independent Director	Chairman
2.Mr. Suresh Shastry – Managing Director, Promoter	Member
3.Mr.SudhindraNarayan Kalghatgi - Non-Executive, Independent Director	Member

The Company was non-compliant with Reg.19 (1), as to the composition of Nomination & Remuneration Committee.

The following CORRECTIVE measures were taken by the Board of Directors, at its Meeting held on 19.04.2019. Mr. V. Parthasarathy, Chairman & Non-Executive Independent Director relinquished Chairmanship of Nomination & Remuneration Committee and will continue as a member. Mr. Suresh Shastry, Managing Director relinquished membership of Nomination & Remuneration Committee. Mr.Sudhindra N Kalghatgi, a Non-Executive, Independent Director was appointed as the Chairman and Mrs. Shailaja Suresh, a Non-Executive, Promoter Director was appointed as member.

The composition of the Nomination and remuneration committee, with effect from 19.04.2019 is as given below

Directors	Category
1.Mr. Sudhindra Narayan Kalghatgi - Non-Executive, Independent Director	Chairman
2.Mr. V. Parthasarathy - Chairman & Non-Executive, Independent Director	Member
3.Mrs. Shailaja Suresh – Promoter, Non-Executive Director	Member

The above composition of the Committee satisfies the following requirements, as per Regulation 19(1), namely:

- (a) The committee shall comprise of at least three directors.
- (b) All directors of the committee shall be non-executive directors.
- (c) At least fifty percent of the directors shall be independent directors.
- (d) The Chairperson of the nomination and remuneration committee shall be an independent director:

With effect from 19.04.2019, our company is fully compliant with the requirements, relating to the composition of the Nomination and remuneration committee.

