



## Smiths & Founders (India) Limited

### 28<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> August 2019

#### Declaration of results of remote e-Voting and Poll

As per the provisions of Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically, on the resolutions proposed in the Notice of the 28<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 28<sup>th</sup> August 2019 to 30<sup>th</sup> August 2019.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where remote e-voting has been offered to the shareholders. Therefore, voting at the 28<sup>th</sup> Annual General Meeting was conducted by means of poll.

The Board of Directors had appointed Mr. V.Shivaprakash, Practicing Company Secretary as Scrutinizer for remote e-voting and Poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hours (5.00 p.m.) on 30<sup>th</sup> August 2019 and poll received till the conclusion of the meeting and submitted his report on 31<sup>st</sup> August 2019.

The Consolidated Results as per the Scrutinizers' Report dated 31<sup>st</sup> August 2019 is as follows:

Particulars	% Votes in favour	% Votes Against
<b>ORDINARY BUSINESS</b>		
<b>Resolution 1:</b> Adoption of Audited Financial Statements for the year ended March 31, 2019.	99.9999	0.0001
<b>Resolution 2:</b> Re-appointment of Mrs. Supriya Shastri as a Director, who retires by rotation and offers herself for re-appointment.	99.9999	0.0001
<b>Resolution 3:</b> Re-appointment of Mr.Suresh Shastri as a Director, who retires by rotation and offers himself for re-appointment.	99.9992	0.0008
<b>SPECIAL BUSINESS</b>		
<b>Resolution 4:</b> Re-Appointment of Mr. V. Parthasarathy as an Independent Director.	99.9994	0.0006
<b>Resolution 5:</b> Re-Appointment of Mr. Sudhindra Narayan Kalghatgi as an Independent Director.	99.9994	0.0006
<b>Resolution 6:</b> Appointment of Mrs. Shailaja Suresh, as a Non-Executive Director, liable to retire by rotation.	99.9994	0.0006



Based on the consolidated Report of the Scrutinizer, all the resolutions set out in the Notice of the 28<sup>th</sup> Annual General Meeting have been duly approved, with requisite majority.

PFA, the report of the scrutinizer, dated 31.08.2019.

Date: 31<sup>st</sup> August 2019

**Smiths & Founders (India) Limited**



A handwritten signature in blue ink, appearing to read "S. Shastry". The signature is written in a cursive style and is contained within a horizontal line that extends to the right.

**Suresh Shastry**  
**Managing Director**

Encl: as above



1/4

V Shivaprakash  
Company Secretary  
29/2, G K Manor, Nehru Circle, Seshadripuram,  
Bangalore - 560020

**SCRUTINIZER'S REPORT**

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To

Mr. Suresh Shastry  
Chairman of the meeting  
Smiths & Founders (India) Limited  
Bangalore

Dear Sir,

I, V Shivaprakash, Company Secretary in Whole-Time Practice (ACS No 7488, CP No 7123), having office at 29/2, G K Manor, Nehru Circle, Seshadripuram, Bangalore - 560 020 was duly appointed as Scrutinizer by Smiths & Founders (India) Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Papers at the 27<sup>th</sup> Annual General Meeting held on 31st August, 2019, pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Papers at the Annual General Meeting venue for the Resolutions proposed in the Notice of 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 31st August, 2019. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the Resolutions proposed in the Notice convening the 28<sup>th</sup> Annual General Meeting of the Company, based on the Report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 28th August, 2019 (9.00 A.M. IST) till 30<sup>th</sup> August, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e., 23rd August, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 28<sup>th</sup> Annual General Meeting.

The Ballot Register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Papers which are invalid.

The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot Papers which were unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 30<sup>th</sup> August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 31st August, 2019 in the presence of Mr. Harish K and Mr. Madhavan P, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Ballot Papers as received and the report generated from the e-voting website Central Depository Services Limited (CDSL), i.e., [www.evotingindia.com](http://www.evotingindia.com) and based on such reports,

- 18 members have cast their votes through remote e-voting.
- 17 members have cast their votes through Ballot Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Papers are as under:





**ORDINARY BUSINESS:**

**Item No.1: Adoption of Financial Statements for the financial year ended 31<sup>st</sup> March, 2019:**

**Ordinary Resolution:**

Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)
Assent	16	89552966	16	741	32	89553707
Dissent	2	57	1	10	3	67
Total	18	89553023	17	751	35	89553774
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 2: Re - Appointment of Mrs. Supriya Shastry (DIN: 01327762), who retires by rotation: \*\***

**Ordinary Resolution:**

Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)
Assent	15	70920841	16	741	31	70921582
Dissent	2	57	1	10	3	67
Total	17	70920898	17	751	34	70921649
Abstained/ Invalid	1	18632125	Nil	Nil	1	18632125

**\*\* The votes cast by the Director for her own re-appointment were not taken into consideration and have been treated as invalid.**

**Item No. 3: Re - Appointment of Mr. Suresh Shastry (DIN: 01099554), who retires by rotation: \*\***

**Ordinary Resolution:**

Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)
Assent	14	61462361	16	741	30	61463102
Dissent	3	487	1	10	4	497
Total	17	61462848	17	751	34	61463599
Abstained/ Invalid	1	28090175	Nil	Nil	1	28090175

**\*\* The votes cast by the Director for his own re-appointment were not taken into consideration and have been treated as invalid.**



**Item No. 4: Re - Appointment of Mr. Pathasarathy as an Independent Director:**  
**Special Business - Ordinary Resolution:**

Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)
Assent	14	89552526	16	741	30	89553267
Dissent	4	497	1	10	5	507
Total	18	89553023	17	751	35	89553774
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 5: Re - Appointment of Mr. Sudhindra Narayan Kalghatgi as an Independent Director:**  
**Special Business - Ordinary Resolution:**

Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)
Assent	14	89552526	16	741	30	89553267
Dissent	4	497	1	10	5	507
Total	18	89553023	17	751	35	89553774
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 6: Appointment of Ms. Shailaja Suresh as a Non - Executive Director liable to retire by rotation:**  
**Special Business - Ordinary Resolution:**

Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)
Assent	14	89499536	16	741	30	89500277
Dissent	3	487	1	10	4	497
Total	17	89553023	17	751	34	89500774
Abstained/ Invalid	1	53000	Nil	Nil	1	53000

Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been passed by requisite majority.



A/A

All the relevant records relating to e-voting and Ballot Papers are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely.

Thanking You.  
Yours Truly



V Shivaprakash  
Practising Company Secretary  
ACS No.: 7488  
C. P. No.: 7123

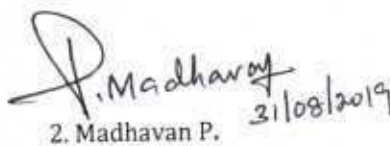


Date: 31.08.2019  
Place: Bangalore

Witnesses:



1. Harish K



2. Madhavan P.