



Smiths & Founders (India) Limited

SFIL/AGM/2022/BSE/Scrutinizer's Report/3009/2022-23
Friday, September 30, 2022

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 29th September, 2022 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.

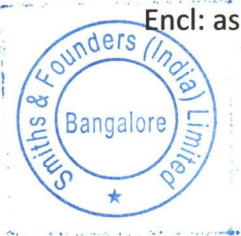
Kindly take this notice as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours sincerely,
For Smiths & Founders (India) Limited

Suresh Shastry
(Managing Director)

Encl: as above





K N Nagesha Rao B.Com, DSP, DEE, DBA, LL.B, 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	Thirtyfirst Annual General Meeting
Day, Date & Time	Thursday, 29th September 2022 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

I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 31st Annual General Meeting (AGM) of Smiths & Founders (India) Limited with CIN L85110KA1990PLC011303 (hereinafter referred to as the Company) held on Thursday, 29th September, 2022 at 11.00 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.2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs, read with General Circulars No. 20/2020 dated 5th May 2020, No.02/2021 dated 13th January 2021 No.19/2021 dated 8th December 2021 and No.21/2021 dated 14th December 2021 issued by the Ministry of Corporate Affairs, an advertisement was published in Business Standard (English) and ವಿಜಯವಾಣಿ (Vijayavani - Kannada), having electronic editions both on 8th September 2022 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



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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 7th September 2022.

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 7th September 2022 to all 9684 shareholders who provided mail IDs.

3. Cut-off date

Voting rights were reckoned as on 22nd September, 2022, 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 **Monday, 26th September, 2022** till 5:00 p.m. (IST) on **Wednesday, 28th September, 2022** 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 at 12:05 hours on 29th September, 2022 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) 55 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 7th September 2022 are enclosed herewith.

7.3 Based on the aforesaid results, I report that **three Ordinary Resolutions** as set out in Item Nos. 1, 2 and 4 and **three Special Resolutions** as set out in Item No. 3, 5 and 6 of the Notice of the AGM dated 7th September 2022 have been **passed with the requisite majority**.

Place: Bengaluru

Date: 30th September, 2022

UDIN Number F003000D001089646

Peer Review Unique ID No.12014KR1122000



K N Nagesha Rao

Practising Company Secretary
FCS 3000 CP 12861



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

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, 2022 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	50	89149579	0	0	50	89149579	99.9997
Dissent	4	300	0	0	4	300	0.0003
Total	50	89149879			50	89149879	100.0000

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 7th September 2022 has been **passed with requisite majority**.

Item No. 2: Re-appointment of Mrs. Shailaja Suresh (DIN: 01326440), 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	50	89149579	0	0	50	89149579	99.9997
Dissent	4	300	0	0	4	300	0.0003
Total	50	89149879			50	89149879	100.0000

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 7th September 2022 has been **passed with requisite majority**.

Item No. 3: Continuation of Directorship of Mr. R Ramesh Rao (DIN: 09434109) 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	50	89151149	0	0	50	89151149	99.9992
Dissent	5	730	0	0	5	730	0.0008
Total	55	89151879	0	0	25	89151879	100.0000

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 7th September 2022 has been **passed with requisite majority**.



Item No. 4: 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	46	59889626	0	0	46	59889626	99.9995
Dissent	4	300	0	0	4	300	0.0005
Total	50	59889926	0	0	50	59889926	100.0000

Note: the above voting count does not include invalid votes of 29259953 cast by 4 shareholders

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 7th September 2022 has been **passed with requisite majority**.

Item No. 5: To borrow amounts over and above the paid up Capital of the Company

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	48	89147635	0	0	48	89147635	99.9975
Dissent	6	2244	0	0	6	2244	0.0025
Total	54	89149879	0	0	54	89149879	100.0000

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 7th September 2022 has been **passed with requisite majority**.

Item No. 6: Re-appointment of Mr Suresh Shastry (DIN:01099554) as Managing 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	49	89149149	0	0	50	89151149	99.9992
Dissent	5	730	0	0	5	730	0.0008
Total	54	89149879	0	0	25	89151879	100.0000

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 7th September 2022 has been **passed with requisite majority**.

Place: Bengaluru
Date: 30th September, 2022
UDIN Number F003000D001089646
Peer Review Unique ID No. I2014KR1122000



(Signature)
K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861