



Smiths & Founders (India) Limited

27th Annual General Meeting held on 29th September 2018

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 27th Annual General Meeting (AGM). The remote e-voting was open from 26th September 2018 to 28th September 2018.

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 27th 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 28th September 2018 and poll received till the conclusion of the meeting and submitted his report on 29th September 2018.

The Consolidated Results as per the Scrutinizers' Report dated 29th September 2018 is as follows:

Particulars	% Votes in favour	% Votes Against
ORDINARY BUSINESS		
Resolution 1: Adoption of Audited Financial Statements, for the year ended March 31, 2018.	99.9972	0.0028
Resolution 2: Appointment of Ms. Supriya Shastry, as a Director, who retires by rotation and offers herself for re-appointment.	99.9948	0.0052
Resolution 3: Appointment of Mr. Suresh Shastry as a Director, who retires by rotation and offers himself for re-appointment.	99.9912	0.0088
Resolution 4: Approval of re-appointment of M/s. B.N. Subramanya & Co., Chartered Accountants, as Auditors and fix their remuneration.	99.9995	0.0005



Based on the consolidated Report of the Scrutinizer, all the resolutions set out in the Notice of the 27th Annual General Meeting have been duly approved, with requisite majority.

PFA, the report of the scrutinizer, dated 29.09.2018.

Date: 29th September 2018

Smiths & Founders (India) Limited



A handwritten signature in blue ink, appearing to read "Suresh Shastry". The signature is written over a horizontal line and extends to the right with a long, sweeping tail.

Suresh Shastry
Chairman

Encl: as above



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
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 27th Annual General Meeting held on 29th September, 2018, 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 27th Annual General Meeting of the Members of the Company held on 29th September, 2018. 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 27th 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 26th September, 2018 (9.00 A.M. IST) till 28th September, 2018 (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., 21st September, 2018 were entitled to vote on the Resolutions proposed in the Notice calling the 27th 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 28th September, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 29th September, 2018 in the presence of Mr. Harish K and Ms. Usha M, 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 and based on such reports,

- a. 16 members have cast their votes through remote e-voting.
- b. 7 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 31st March, 2018:****Ordinary Resolution:**

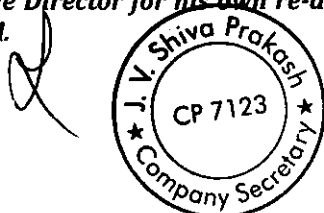
Particulars	No. of votes contained in					
	Remote E-voting		Ballot Papers		Total	
	No. of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)
Assent	14	89552156	7	1555	21	89553711
Dissent	2	2502	Nil	Nil	2	2502
Total	16	89554658	7	1555	23	89556213
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	13	52287906	5	1355	18	52289261
Dissent	2	2502	2	200	4	2702
Total	15	52290408	7	1555	22	52291963
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	12	33371376	7	1555	19	33372931
Dissent	3	2932	Nil	Nil	3	2932
Total	15	33374308	7	1555	22	33375863
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 Statutory Auditors:
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	89554226	7	1555	21	89555781
Dissent	2	432	Nil	Nil	2	432
Total	16	89554668	7	1555	23	89556223
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil

Based on the foregoing, the resolution numbers from 01 to 04 may be deemed to have been **passed by requisite majority**.

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: 29.09.2018
Place: Bangalore

Witnesses:

1. Harish K

2. Usha M.