



VB & Associates

Company Secretaries

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2)
Of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Smiths & Founders (India) Limited
412/13, 3rd Floor, Soundarya Sampige, 8th Cross
Sampige Road, Malleswaram
Bangalore-003.

Dear Sir,

Sub: E voting and Poll Results for the 23rd Annual General Meeting (AGM) of the Equity Shareholders of Smiths & Founders (India) Limited held on Saturday 27th Day of December 2014 at MEWS Ladies Club, No.37, 17th Cross,(between 4th and 6th Main) Malleswaram, Bangalore-560055.

I, Vigneshwar Bhat, Proprietor, VB & Associates, Company Secretaries, appointed as Scrutinizer to conduct Electronic Voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions.

The Notice dated 20.11.2014 convening the Annual General Meeting of the Company along with statement showing a material facts under section 102 of Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the company to be held on 27.12.2014.

The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL), for conducting the e-voting by the shareholders of the Company. The company also provided voting by physical ballot papers to the members who had no access to e-voting facility at the venue of Annual General Meeting.

The voting period for e-voting commenced on 20th December 2014 (09.00 a.m) and ended on 22nd December, 2014 (6 p.m). The e-voting module was disabled by CDSL on 22nd December, 2014 (6 p.m).

I have scrutinized and reviewed the votes tendered based on data downloaded from CDSL e-voting system and physical mode and, I now submit my report as under on the result of voting through electronic means and physical mode in respect of the below resolutions:

ORDINARY BUSINESS:

Resolution 1: Adoption of Financial Statements for the year ended March 31, 2014.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	11	48752955	--
Physical	28	2172	--
Total	39	48755127	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
e-voting	Nil	Nil
Physical	3	33
Total	3	33

Resolution 2: Appointment of Mr. Suresh Shastry as a Director, who retires by rotation and being eligible offers himself for re-appointment:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	5	10088964	--
Physical	30	2282	--
Total	35	10091246	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil



(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
e-voting (by related parties)	6	38663991
Physical	3	33
Total	9	38664024

Resolution 3: Appointment of M/s. B.N. Subramanya and Co., Chartered Accountants, as Auditors and fix their remuneration:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	11	48752955	--
Physical	30	2282	--
Total	41	48755237	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

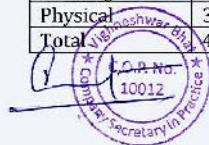
Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
e-voting (by related parties)	Nil	Nil
Physical	3	33
Total	3	33

SPECIAL BUSINESS:

Resolution 4: Appointment of Mr. V.Parthasarathy as Independent Director of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	11	48752955	--
Physical	30	2282	--
Total	41	48755237	100%



(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
e-voting (by related parties)	Nil	Nil
Physical	3	33
Total	3	33

Resolution 5: Appointment of Mr. Sudhindra Narayan Kalghatgi as Independent Director of the Company.

(i) Voted in favour of the resolution:

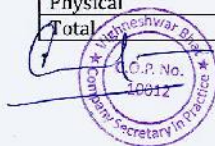
Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	11	48752955	--
Physical	30	2282	--
Total	41	48755237	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
e-voting (by related parties)	Nil	Nil
Physical	3	33
Total	3	33



Resolution 6: Appointment of Mr. Sathish Shastry as a Whole Time Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	5	10522026	--
Physical	29	2182	--
Total	34	10524208	99.99%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
1	100	0.01%

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
e-voting (by related parties)	6	38230929
Physical	3	33
Total	9	38230962

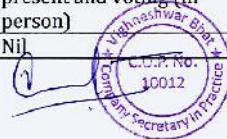
Resolution 7: Appointment of Mr. Umesh Shastry as a Whole Time Director of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	5	19361552	--
Physical	30	2282	--
Total	35	19363834	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil



(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (by related parties)	6	29391403
Physical	3	33
Total	9	29391436

Resolution 8: Appointment of Mrs. Supriya Shastry as a Whole Time Director of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
E-voting	8	22613789	--
Physical	30	2282	--
Total	38	22616071	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

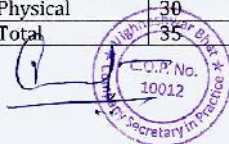
(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (by related parties)	3	26139166
Physical	3	33
Total	6	26139199

Resolution 9: Appointment of Mr. Suresh Shastry as Managing Director of the Company.

(ii) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
E-voting	5	10088964	--
Physical	30	2282	--
Total	35	10091246	100%



(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (by related parties)	6	38663991
Physical	3	33
Total	9	38664024

Resolution 10: Increase of Authorised Share Capital and consequent Alteration of Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
E-voting	11	48752955	--
Physical	30	2282	--
Total	41	48755237	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (by related parties)	Nil	Nil
Physical	3	33
Total	3	33



Resolution 11: Alteration of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
E-voting	11	48752955	--
Physical	30	2282	--
Total	41	48755237	100%

(ii). Voted against the resolution

Number of Members present and voting (in person)	Number of Votes cast by them	% of total number of Valid Votes cast
Nil	Nil	Nil

(iii). Invalid Votes

Mode of voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (by related parties)	Nil	Nil
Physical	3	33
Total	3	33

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For VB & Associates
Company Secretaries


Vighneshwar Bhat
Company Secretary in Practice
COP.No.10012



Date: 27.12.2014
Place: Bangalore

Encl: As above.