



FORM No.MGT-13

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
Of the Companies (Management and Administration) Rules, 2015]

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 24th Annual General Meeting (AGM) of the Equity Shareholders of Smiths & Founders (India) Limited held on Saturday 26th Day of September 2015 at MEWS Ladies Club, No.37, 17th Cross, Malleswaram, Bangalore-560055.

I, Vighneshwar 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 12.08.2015 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 passed at the said AGM of the company held on 26.09.2015.

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 23rd September 2015 (09.00 a.m) and ended on 25th September, 2015 (5 p.m). The e-voting module was disabled by CDSL on 25th September, 2015 (5 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, 2015.

(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	15	97428221	--
Physical	20	179046	--
Total	35	97607267	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	Nil	Nil
Total	Nil	Nil

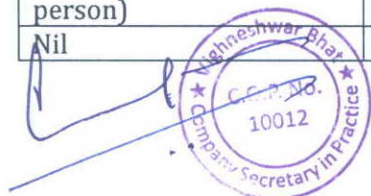
Resolution 2: Appointment of Mr. Umesh Shastry as a Director, who retires by rotation and being eligible offers himself for re-appointment*:

(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	9	38688335	--
Physical	20	179046	--
Total	29	38867381	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	NIL	NIL
Total	NIL	NIL

Resolution 3: Appointment of Mr. Satish 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	11	21004885	--
Physical	20	179046	--
Total	31	21183931	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	Nil	Nil
Total	Nil	Nil

Resolution 4: RATIFICATION OF APPOINTMENT OF M/S B N SUBRAMANYA & CO.BANGALORE, CHARTERED ACCOUNTANTS, AS AUDITORS AND FIX 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	15	97428221	--
Physical	20	179046	--
Total	35	97607267	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	Nil	Nil
Total	Nil	Nil

SPECIAL BUSINESS:

Resolution 5: Approval for transfer, sale and/or dispose of the undertaking at Chikkaballapura, Karnataka.

(i) Voted in favour of the resolution:

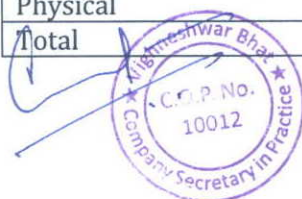
Mode of voting	Number of members voted through electronic voting system and physical mode	Number of Votes cast by them	% of total number of Valid Votes cast
e-voting	15	97428221	--
Physical	20	179046	--
Total	35	97607267	100%

(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	Nil	Nil
Total	Nil	Nil



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

*Pursuant to proviso to Section 188 of the Companies Act, 2013, the interested party cannot vote for the resolutions on contracts or arrangement which tantamount to 'related party transaction'. For the resolution number 2 and 3 there are voting by related/interested parties. Hence voting's of related/interested party are disallowed and only voting's by other than related parties/interested parties are considered in this report.

Thanking you,

Yours faithfully,

For VB & Associates
Company Secretaries


Vighneshwar Bhat
Company Secretary in Practice
COP.No.10012



Date: 29.09.2015
Place: Bengaluru

Encl: As above.

Witness: Sudashan Shanbhag,
S/O Umesh Shanbhag,
#70, Hadli Bawli Galli,
Yelapure - 581359

Witness: Chandan Hegde.

#24, comfort Towers,
3rd Floor, 10th cross,
Wilson Garden Bengaluru 560027.