



## Smiths & Founders (India) Limited

25<sup>TH</sup> Annual General Meeting held on 24<sup>th</sup> September, 2016

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

As per the provisions of Companies Act, 2013 also 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 moved proposed in the Notice of the 25<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 21<sup>st</sup> September, 2016 to 23<sup>rd</sup> September, 2016.

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 25<sup>th</sup> Annual General Meeting was conducted by means of poll.

The Board of Directors had appointed Mr. Naveen K Shenoy, Practicing Company Secretary as Scrutinizer for remote e-voting and Poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto the close of working hours (5.00 p.m.) on 23<sup>rd</sup> September, 2016 and poll received till the conclusion of the meeting and submitted his report on 26<sup>th</sup> September, 2016.

The Consolidated Results as per the Scrutinizers' Report dated 26<sup>th</sup> September, 2016 is as follows:

Particulars	% Votes in favour	% Votes Against
<b>Resolution 1:</b> Adoption of Audited Financial Statements for the year ended March 31, 2016	100.00	0.00
<b>Resolution 2:</b> Appointment of Ms. Supriya Shastri as a Director, who retires by rotation and being eligible offers herself for re-appointment	100.00	0.00
<b>Resolution 3:</b> Appointment of Mr. Suresh Shastri as a Director, who retires by rotation and being eligible offers herself for re-appointment	100.00	0.00
<b>Resolution 4:</b> Ratification of appointment of M/s. B.N.Subramanya & Co., Chartered Accountants, as Auditors and fix their remuneration	100.00	0.00



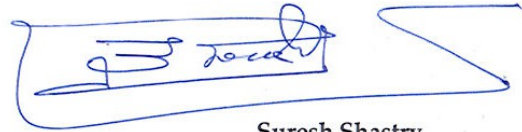
Registered Office: No. 505, 5th Floor, "Brigade Rubix", No. 20, HMT Main Road, Bangalore - 560 013. INDIA.  
Phone: 91-80-24155, 29724165, e-mail: director@smithsandfoundersindia.com.  
Website: www.smithsandfoundersindia.com CIN : L85100KA1990PLC011303



Based on the consolidated Report of the Scrutinizer, all the resolutions set out in the Notice of the 25<sup>th</sup> Annual General Meeting have been duly approved with requisite majority.

Date: 26<sup>th</sup> September, 2016

for **Smiths & Founders (India) Limited**



**Suresh Shastry**  
Chairman



**Naveen K Shenoy**  
**Practicing Company Secretary**

Flat No.407, Ashok Heights, No.11, 9<sup>th</sup> Cross, Srikanteshwar Nagar, Mahalakshmi Layout,  
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**Report of Scrutinizer**

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

26<sup>th</sup> September, 2016

To,  
The Chairman,  
25<sup>th</sup> Annual General Meeting of Equity Shareholders of  
**Smiths & Founders (India) Limited**  
Held at MEWS Ladies Club, No.37, 17<sup>th</sup> Cross,  
Malleswaram, Bengaluru, Karnataka 560 055

**Dear Sir,**

I, Naveen K Shenoy, Practicing Company Secretary (Membership No: 10817, CP: 16588) was appointed as scrutinizer in connection with the 25<sup>th</sup> Annual General Meeting of the Members of "**Smiths & Founders (India) Limited**" held on Saturday, September 24, 2016 at 10.00 A.M at MEWS Ladies Club, No.37, 17<sup>th</sup> Cross, Malleswaram, Bengaluru, Karnataka 560055, in terms of provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed Companies are required to provide remote e-voting facility and ballot paper to their Members on all the resolutions to be passed at general meeting or through Poll. Since "**Smiths & Founders (India) Limited**" falls within the requirement as specified in the Companies Act, 2013 and the above mentioned SEBI Regulations, "**Smiths & Founders (India) Limited**" has provided e-voting and ballot voting facility to its members in respect of business to be transacted at the AGM. I hereby submit my combined report on the basis of poll conducted by me at the 25th Annual General Meeting and scrutinizer report for e-voting submitted by me to the Chairman as under:

1. The e-voting opened on 21<sup>st</sup> September, 2016 at 9.00 A.M and closed on 23<sup>rd</sup> September, 2016 at 5.00 P.M.
2. The Shareholders holding shares as on the "Cut of date", i.e 16<sup>th</sup> September, 2016 were entitled to vote on the proposed Four (4) resolutions.





3. The E-votes were unblocked on 24<sup>th</sup> September, 2016 at 12.30 P.M. in the presence of two witnesses, namely Ms. Veena H K, 46/2, Narasimha Towers", 2<sup>nd</sup> Floor, 4<sup>th</sup> Cross, Malleshwaram, Bangalore-560003 and Mr. Manoj Kumar Mahali, 46/2, Narasimha Towers", 2<sup>nd</sup> Floor, 4<sup>th</sup> Cross, Malleshwaram, Bangalore-560003 who are not in employment of the Company.
4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "against", were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evotingindia.com>).
5. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means and physical ballot as follows:

**ORDINARY BUSINESS:**

**(a) Item 1- Adoption of Audited Financial Statements for the year ended March 31, 2016 – ORDINARY RESOLUTION**

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	17	92908345	99.99%
Physical Ballot	14	1882	0.01%
Total	31	92910227	100.00%

(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	0.00%
Physical Ballot	0	0	0.00%
Total	0	0	0.00%

(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A



**(b) Item 2- Appointment of Ms. Supriya Shastry as a Director, who retires by rotation and being eligible offers herself for re-appointment – ORDINARY RESOLUTION**

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	14*	43651220*	99.99%
Physical Ballot	14	1882	0.01%
Total	28	43653102	100.00%

(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	0.00%
Physical Ballot	0	0	0.00%
Total	0	0	0.00%

(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

**(c) Item 3 - Appointment of Mr. Suresh Shastry as a Director, who retires by rotation and being eligible offers himself for re-appointment – ORDINARY RESOLUTION**

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	12*	19639070*	99.99%
Physical Ballot	14	1882	0.01%
Total	26	19640952	100.00%





(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	0.00%
Physical Ballot	0	0	0.00%
Total	0	0	0.00%

(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

**(d) Item 4 - Ratification of Appointment of M/s. B.N.Subramanya & Co., Chartered Accountants as Auditors and fix their remuneration – ORDINARY RESOLUTION**

(I) Voted in favour of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	17	92908345	99.99%
Physical Ballot	14	1882	0.01%
Total	31	92910227	100.00%

(II) Voted against the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	0.00%
Physical Ballot	0	0	0.00%
Total	0	0	0.00%



(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

6. All relevant papers and records were sealed and handed over to the Director 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 arrangements which tantamount to 'related party transaction'. For the resolutions number 2 and 3 there are voting by related/interested parties. Hence voting of related/interested party are disallowed and only voting by other than related parties/interested parties are considered in this report.

Thanking You,  
Yours Faithfully,



**Naveen K Shenoy**

Practising Company Secretary

Membership No: 10817, C.P.No.16588

