

## **Annexure - A**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on, 31.03.2021**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.**

### **I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L85110KA1990PLC011303
2.	Registration Date	22/10/1990
3.	Name of the Company	Smiths & Founders (India) Limited
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-government Company
5.	Address of the Registered office & contact details	No.505, 5 <sup>th</sup> Floor, Brigade Rubix, No.20, HMT Main Road, Bangalore 560 013, Karnataka Phone: 080-29724155
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Integrated Registry Management Services Private Limited, Ramana Residency, 4 <sup>th</sup> Cross, Sampige Road, Malleswaram, Bangalore 560 003 Phone: 080-23460815/6/7/8, Fax: 080-23460819

### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of closed die steel forgings, cast iron castings & cast iron cylinder liners	7326	100

### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S.No	Name and Address of the Company	CIN/GIN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
			NIL		

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

I SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year - 01.04.2020				No. of Shares held at the end of the year - 31.03.2021				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF	28871725	-	28871725	28.31	29254450	-	29254450	28.68		0.38
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-		-
c) Bodies Corporates	-	-	-	-	-	-	-	-		-
d) Bank/FI	-	-	-	-	-	-	-	-		-
e) Any other	-	-	-	-	-	-	-	-		-
<b>SUB TOTAL:(A) (1)</b>	<b>28871725</b>	<b>-</b>	<b>28871725</b>	<b>28.31</b>	<b>29254450</b>	<b>-</b>	<b>29254450</b>	<b>28.68</b>		<b>0.38</b>
(2) Foreign										
a) NRI- Individuals	-	-	-	-	-	-	-	-		-
b) Other Individuals	-	-	-	-	-	-	-	-		-
c) Bodies Corp.	-	-	-	-	-	-	-	-		-
d) Banks/FI	-	-	-	-	-	-	-	-		-
e) Any other...	-	-	-	-	-	-	-	-		-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>28871725</b>	<b>-</b>	<b>28871725</b>	<b>28.31</b>	<b>29254450</b>	<b>-</b>	<b>29254450</b>	<b>28.68</b>		<b>0.38</b>
<b>B. PUBLIC SHAREHOLDING</b>										
(1) Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-		-
b) Banks/FI	6100	-	6100	0.01	6100	-	6100	0.01		-
c) Central govt	-	-	-	-	-	-	-	-		-
d) State Govt.	-	-	-	-	-	-	-	-		-
e) Venture Capital Fund	-	-	-	-	-	-	-	-		-
f) Insurance Companies	-	-	-	-	-	-	-	-		-
g) FIIS	-	-	-	-	-	-	-	-		-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-		-
i) Others (specify)	-	-	-	-	-	-	-	-		-
<b>SUB TOTAL (B)(1):</b>	<b>6100</b>	<b>-</b>	<b>6100</b>	<b>0.01</b>	<b>6100</b>	<b>-</b>	<b>6100</b>	<b>0.01</b>		<b>-</b>
(2) Non Institutions										
a) Bodies corporates										
i) Indian	154382	4700	159082	0.16	131580	4700	136280	0.13		-0.02
ii) Overseas	-	-	-	-	-	-	-	-		-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	9161631	566518	9728149	9.54	8786995	565418	9352413	9.17		-0.37
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	62788951	0	62788951	61.56	62799761	0	62799761	61.57		0.01
c) Others (specify)										
NRI	46080	200	46280	0.05	46080	200	46280	0.05	-	0.00
Clearing Member	1750	-	1750	0.00	6753	-	6753	0.01		0.00
Trust	1400	-	1400	0.00	1400	-	1400	0.00		-
Unclaimed or Suspense or Escrow Account	287288	105800	393088	0.39	393088	-	393088	0.39		0.00
<b>SUB TOTAL (B)(2):</b>	<b>72441482</b>	<b>677218</b>	<b>73118700</b>	<b>71.69</b>	<b>72165657</b>	<b>570318</b>	<b>72735975</b>	<b>71.31</b>		<b>-0.38</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>72447582</b>	<b>677218</b>	<b>73124800</b>	<b>71.69</b>	<b>72171757</b>	<b>570318</b>	<b>72742075</b>	<b>71.32</b>		<b>-0.38</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>Grand Total (A+B+C)</b>	<b>101319307</b>	<b>677218</b>	<b>101996525</b>	<b>100.00</b>	<b>101426207</b>	<b>570318</b>	<b>101996525</b>	<b>100.00</b>		<b>-</b>

**ii) Shareholding of Promoters-**

(ii)	SHARE HOLDING OF PROMOTERS							
SI No.	Shareholders Name	Shareholding at the beginning of the year - 01.04.2020			Shareholding at the end of the year - 31.03.2021			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	SURESH SHASTRY	28818725	28.25	-	29201450	28.63	-	0.38
2	SHAILAJA SURESH	53000	0.05	-	53000	0.05	-	0.00
	Total	<b>28871725</b>	<b>28.31</b>	-	<b>29254450</b>	<b>28.68</b>	-	<b>0.38</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

(iii)	CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)							
SI. No.	Shareholders Name	Share holding at the beginning of the Year - 01.04.2020		Date	Increase/Decrease in Share Holding	Reason	Cumulative Share holding during the year - 31.03.2021	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	SURESH SHASTRY	28818725	28.25	01.04.2020	0		28818725	28.25
				03.04.2020	100	Bought	28818825	28.25
				03.07.2020	5069	Bought	28823894	28.26
				07.08.2020	57547	Bought	28881441	28.32
				14.08.2020	5916	Bought	28887357	28.32
				21.08.2020	33323	Bought	28920680	28.35
				09.10.2020	7500	Bought	28928180	28.36
				13.11.2020	670	Bought	28928850	28.36
				20.11.2020	18191	Bought	28947041	28.38
				27.11.2020	35346	Bought	28982387	28.42
				04.12.2020	67603	Bought	29049990	28.48
				11.12.2020	30485	Bought	29080475	28.51
				18.12.2020	17049	Bought	29097524	28.53
				25.12.2020	9077	Bought	29106601	28.54
				31.12.2020	34249	Bought	29140850	28.57
				08.01.2021	215	Bought	29141065	28.57
				12.02.2021	4250	Bought	29145315	28.57
				19.02.2021	7485	Bought	29152800	28.58
				26.02.2021	34800	Bought	29187600	28.62
				05.03.2021	700	Bought	29188300	28.62
				19.03.2021	3150	Bought	29191450	28.62
				26.03.2021	10000	Bought	29201450	28.63
				<b>31.03.2021</b>			<b>29201450</b>	<b>28.63</b>
2	SHAILAJA SURESH	53000	0.05	01.04.2020	0		53000	0.05
				<b>No Movement This Year</b>				
				<b>31.03.2021</b>			<b>53000</b>	<b>0.05</b>

**iv) Shareholding Pattern of top ten Shareholders:**

SMITHS & FOUNDERS (INDIA) LIMITED								
(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs and ADRs):								
SLNO	NAME OF THE SHARE HOLDER	SHAREHOLDING AT THE BEGINNING OF THE YEAR - 01.04.2020		Date	Increase/Decrease in Share Holding	Reason	CUMULATIVE SHAREHOLDING DURING THE YEAR - 31.03.2021	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	SUPRIYA SHASTRY	18633125	18.27	01.04.2020	-	-	18633125	18.27
				No Movement This Year				
				31.03.2021	-	-	18633125	18.27
2	SATHISH SHASTRY	17024000	16.69	01.04.2020	-	-	17024000	16.69
				No Movement This Year				
				31.03.2021	-	-	17024000	16.69
3	SACHIN SHASTRY	12585125	12.34	01.04.2020	-	-	12585125	12.34
				No Movement This Year				
				31.03.2021	-	-	12585125	12.34
4	UMESH SHASTRY	7445700	7.30	01.04.2020	-	-	7445700	7.30
				No Movement This Year				
				31.03.2021	-	-	7445700	7.30
5	HEMA SATHISH	5370875	5.27	01.04.2020	-	-	5370875	5.27
				No Movement This Year				
				31.03.2021	-	-	5370875	5.27
6	SMITHS AND FOUNDERS (INDIA)LIMITED - UNCLAIMED SUSPENSE ACCOUNT	393088	0.39	01.04.2020	-	-	393088	0.39
				No Movement This Year				
				31.03.2021	-	-	393088	0.39
7	SANTOSH KUMAR KHEMKA	386864	0.38	01.04.2020	-	-	386864	0.38
				No Movement This Year				
				31.03.2021	-	-	386864	0.38
8	AMIT KUMAR DAS	311891	0.31	01.04.2020	-	-	311891	0.31
				No Movement This Year				
				31.03.2021	-	-	311891	0.31
9	VINEET KHEMKA	295108	0.29	01.04.2020	-	-	295108	0.29
				No Movement This Year				
				31.03.2021	-	-	295108	0.29
10	SURESHKUMAR CHELARAJI JAIN	150646	0.15	01.04.2020	-	-	150646	0.15
				10.04.2020	-22	SOLD	150624	0.15
				24.04.2020	-161	SOLD	150463	0.15
				03.07.2020	1	BOUGHT	150464	0.15
				31.03.2021	-	-	150464	0.15
11	ANA MARIA ESPECIOSA RODRIGUES BOCARRO	135410	0.13	01.04.2020	-	-	135410	0.13
				03.07.2020	10000	BOUGHT	145410	0.14
				31.03.2021	-	-	145410	0.14

**v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year -01.04.2020			Increase/Decrease in No. of shares	Reason	Cumulative Shareholding during the year – 31.03.2020	
		No. of shares	% of total shares of the company	Date			No. of shares	% of total Shares of the company
1.	Suresh Shastry	2,88,18,725	28.25	01.04.2020	0		2,88,18,725	28.25
				03.04.2020	100	Bought	288,18,825	28.25
				03.07.2020	5069	Bought	288,23,894	28.26
				07.08.2020	57547	Bought	288,81,441	28.32
				14.08.2020	5916	Bought	288,87,357	28.32
				21.08.2020	33323	Bought	28920680	28.35
				09.10.2020	7500	Bought	28928180	28.36
				13.11.2020	670	Bought	28928850	28.36
				20.11.2020	18191	Bought	28947041	28.38
				27.11.2020	35346		28928387	28.42
				04.12.2020	67603	Bought	29049990	28.48
				11.12.2020	30485		29080475	28.51
				18.12.2020	17049	Bought	29097524	28.53
				25.12.2020	9077		29106601	28.54
				31.12.2020	34249	Bought	29140850	28.57
				08.01.2021	215		29141065	28.57
				12.02.2021	4250		29145315	28.57
				19.02.2021	7485		29152800	28.58
				26.02.2021	34800		29187600	28.62
				05.03.2021	700		29188300	28.62
				19.03.2021	3150		29191450	28.62
				26.03.2021	10000		29201450	28.63
				31.03.2021			29201450	28.63
2.	Supriya Shastry	1,86,33,125	18.27		0	Bought	1,86,33,125	18.27
3.	Shailaja Suresh	53,000	0.05		0	Bought	53,000	0.05

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Rs.Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	306.95	165.00	0	471.95
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	1.26	0	1.26
<b>Total (i+ii+iii)</b>	<b>306.95</b>	<b>166.26</b>	<b>0</b>	<b>473.21</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	26.45	147.33	0	173.78
* Reduction	(-)33.99	(-)137.76	0	(-)171.75
<b>Net Change</b>	<b>(-) 7.54</b>	<b>9.57</b>	<b>0</b>	<b>2.03</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	299.41	175.00	0	474.41
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0.83	0	0.83
<b>Total (i+ii+iii)</b>	<b>299.41</b>	<b>175.83</b>	<b>0</b>	<b>475.24</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(In Lakhs)

SN	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		CMD	WTD	
		Suresh Shastry	Supriya Shastry	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.88	14.88	29.76
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.52	0.00	0.52

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission - as % of profit - others, specify	0.00	0.00	0.00
5	Others-contribution to funds	3.00	3.00	6.00
	<b>Total (A)</b>	<b>18.40</b>	<b>17.88</b>	<b>36.28</b>
	Ceiling as per the Act	Remuneration is paid within the limits prescribed under Part II of Schedule V of the Companies Act, 2013.		

#### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
1	Independent Directors	V. Parthasarathy	Sudhindra N. Kalghatgi	Manjunath K H	
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-		
	Total (B)=(1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	0.00	0.00
	Overall Ceiling as per the Act				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(In Lakhs)

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
		-	Roopashree Shettigar	Sadaanand Zutti	
1	Gross salary	-	2.97	5.19	8.16
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	0.00	0.00	0.00
2	Stock Option	-	0.00	0.00	0.00
3	Sweat Equity	-	0.00	0.00	0.00
4	Commission		0.00	0.00	0.00
	- as % of profit	-	0.00	0.00	0.00
	others, specify	-	0.00	0.00	0.00
5	Others-contribution to funds	-	0.00	0.00	0.00
	<b>Total</b>	-	<b>2.97</b>	<b>5.19</b>	<b>8.16</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					



Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-