

[Home](#)[Validate](#)[Import XML](#)

General information about company

Scrip code	513418
NSE Symbol	
MSEI Symbol	
ISIN	INE728B01032
Name of the entity	SMITHS & FOUNDERS (INDIA) LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter
ended date only

[Prev](#)[Next](#)

Annexure I																					
Annexure I to be submitted by listed entity on quarterly basis																					
I. Composition of Board of Directors																					
Disclosure of notes on composition of board of directors explanatory						Add Notes															
Whether the listed entity has a Regular Chairperson						Yes															
Whether Chairperson is related to MD or CEO						Yes															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg 17(3A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(3) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 24(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 24(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
	Add	Delete																			
1	Mr	SURESH SHASTRIY	AAWPS494D	01099554	Executive Director	Chairperson related to Promoter	MD	12-11-1956	NA		22-10-1990		01-04-2017		955	1	0	2		0	
2	Mr	PARTHASARATHY VANDHANATHAN	AAEP4438K	06761879	Non-Executive - Independent Director	Not Applicable		10-10-1947	Yes	31-08-2019	27-01-2014		14-02-2019		74	0	1	2	1		
3	Mr	SUDHINDRA NARAYAN KALCHETGI	ACEP0834G	06094850	Non-Executive - Independent Director	Not Applicable		11-11-1949	Yes	31-08-2019	14-11-2014		14-02-2019		64	0	1	2	1		
4	Mr	MANJUNATH K H	BFCPM8000R	08711521	Non-Executive - Independent Director	Not Applicable		08-09-1946	No		04-03-2020				1	0	1	1	0		
5	Mrs	SHAILAJA SURESH	AUP50927N	01126440	Non-Executive - Non Independent Director	Not Applicable		25-06-1959	Yes	31-08-2019	01-04-2019				12	1	0	0	0		
6	Mrs	SUPRIYA SHASTRIY	ATLPS802JM	01127762	Executive Director	Not Applicable		02-07-1985	NA		17-03-2014		01-04-2017		72	1	0	0	0		

Prev

Next

Annexure 1			
II. Composition of Committees			
Disclosure of notes on composition of committees explanatory			Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically.

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto December 31, 2019.
 3. Date of Cessation must be for the current quarter only, i.e. October 1, 2019 to December 31, 2019.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	36761878	PARTHASABATHY VADYANATHAN	Non-Executive - Independent Director	Chairperson	10-02-2014		
2	36994850	SUCHINDRA NARAYAN KALGHATGE	Non-Executive - Independent Director	Member	27-12-2014		
3	01099554	SURESH SHASTRY	Executive Director	Member	17-03-2014		
4	38711521	MANJUNATH K H	Non-Executive - Independent Director	Member	16-03-2020		
5							
6							
7							
8							
9							
10							

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	36994850	SUCHINDRA NARAYAN KALGHATGE	Non-Executive - Independent Director	Chairperson	19-04-2019		
2	36761878	PARTHASABATHY VADYANATHAN	Non-Executive - Independent Director	Member	19-04-2019		
3	01326440	SHALAJA SURESH	Non-Executive - Non Independent Director	Member	19-04-2019		
4							
5							
6							
7							
8							
9							
10							

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	36994850	SUCHINDRA NARAYAN KALGHATGE	Non-Executive - Independent Director	Chairperson	27-12-2014		
2	36761878	PARTHASABATHY VADYANATHAN	Non-Executive - Independent Director	Member	27-01-2014		
3	01099554	SURESH SHASTRY	Executive Director	Member	17-03-2014		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				No			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				No			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
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9						
10						

[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Add Delete						
1	14-11-2019			Yes	5	2
2	06-12-2019	21		Yes	5	2
3	29-01-2020	53		Yes	5	2
4	16-03-2020	46		Yes	5	2

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

[Home](#)[Validate](#)

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Add Delete								
1	Audit Committee	14-11-2019				Yes	3	2
2	Audit Committee	29-01-2020	75			Yes	3	2
3	Stakeholders Relationship Committee	14-11-2019				Yes	3	2
4	Stakeholders Relationship Committee	29-01-2020	75			Yes	3	2

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

[Home](#)[Validate](#)**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

[Prev](#)[Next](#)

[Home](#)[Validate](#)**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.smithsandfoundersindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.smithsandfoundersindia.com
3	Composition of various committees of board of directors	Yes		www.smithsandfoundersindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.smithsandfoundersindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.smithsandfoundersindia.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.smithsandfoundersindia.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.smithsandfoundersindia.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.smithsandfoundersindia.com
11	email address for grievance redressal and other relevant details	Yes		www.smithsandfoundersindia.com
12	Financial results	Yes		www.smithsandfoundersindia.com
13	Shareholding pattern	Yes		www.smithsandfoundersindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.smithsandfoundersindia.com
17	Advertisements as per regulation 47 (1)	Yes		www.smithsandfoundersindia.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.smithsandfoundersindia.com
21	Materiality Policy as per Regulation 30	Yes		www.smithsandfoundersindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.smithsandfoundersindia.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

[Prev](#)[Next](#)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Roopashree B Shettigar
2	Designation	Company Secretary and Compliance Officer

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

Prev Next

Annexure II		
1	Name of signatory	Roopashree B Shettigar
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

[Prev](#)[Next](#)

Annexure II		
1	Name of signatory	Roopashree B Shettigar
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Signatory Details	
Name of signatory	Roopashree B Shettigar
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	05-05-2020

[Prev](#)