

[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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter
ended date only

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

Annexure 1 to be submitted by listed entity on quarterly basis I. Composition of Board of Directors																									
Disclosure of roles on composition of board of directors explanatory										Add Notes															
Whether the listed entity has a Regular Chairperson																									
Whether Chairperson is related to CEO or CFO										Yes															
Disqualification of Directors under section 169 of the Companies Act, 2013																									
Sr	His (M / F)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Under Reg. 17(3A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Turnover of director (in month)	No of Directorship in listed entities including this listed entity (Under Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Under Regulation 17A(2) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committees held in listed entities including this listed entity (Under Regulation 18(2) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committees held in listed entities including this listed entity (Under Regulation 18(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Details																							
1	M	SURESH SHASTRI	AAEP1544ND	0109954	Executive Director	Chairperson related to President	CEO	02-11-1958	No				Active	No		23-05-1989	01-04-2017		389.00	1	0	1	0		
2	M	PARTHASARATHY VENKTESHWAR	AAEP7492DK	06131378	Director	Non-Executive-Independent		02-04-1947	No				Active	Yes	07-09-2021		21-01-2014	14-02-2019	110.00	0	1	1	1		
3	M	SUDHODERA NARAYAN KALCHAND	ACF74031AG	04094800	Director	Non-Executive-Independent		01-11-1949	No				Active	No			04-11-2014	14-02-2019	100.00	0	1	1	1		
4	M	RAMESH SRINGO	BBEP11222N	08134100	Director	Non-Executive-Independent		03-06-1956	No				Active	No			05-08-2022		7.00	0	1	1	0		
5	M	SHALAKA SUBISHI	ABPP50277N	01126440	Director	Non-Executive-Non-Independent		04-06-1959	No				Active	No			01-04-2019		40.00	1	0	0	0		

Print

Print

Home

Validate

Annexure 1

II. Composition of Committees

Distinction of roles on composition of committee obligatory

Add Notes

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

For this quarter kindly note the following points:

Date of Appointment and Date of Cancellation (if applicable) must be mandatorily filled for every Committee.

Date of Appointment can be any day upto September 30, 2022.

Date of Cancellation must be for the current quarter only i.e. July 1,2022 to September 30,2022

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 Cancellation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

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 Cancellation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

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 Cancellation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cancellation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cancellation	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						
8						
9						
10						

Previous

Next

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[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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete							
1	12-11-2022			Yes	5	5	3
2	09-02-2023	88		Yes	5	5	3

[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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting *	No. of members attending the meeting (other than Board of Directors)
Add		Delete								
1	Audit Committee	12-11-2022				Yes	4	4	3	0
2	Audit Committee	09-02-2023	88			Yes	4	4	3	0
3	Stakeholders Relationship Committee	12-11-2022				Yes	3	3	2	0
4	Stakeholders Relationship Committee	09-02-2023	88			Yes	3	3	2	0

[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	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
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	NA		
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)	NA		
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 1000 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 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)	Yes	
9	Minimum Information	17(7)	NA	
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)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
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)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
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
2	Designation

Roopashree Shettigar
Company Secretary and Compliance Officer

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

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

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

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

Signatory Details

Name of signatory	Roopashree Shettigar
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	08-04-2023

[Prev](#)