

PROXY FORM

Smiths & Founders (India) Limited

CIN: L85110KA1990PLC011303

Regd.Office: No.505, 5th Floor, Brigade Rubix, No.20, HMT Main Road, Bangalore 560 013

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the member (s):

Registered address :

E-mail Id :

Folio No. / Client Id

DP ID :

I/We, being the member (s) ofshares of the Smiths & Founders (India) Limited,
hereby appoint:

1. Name :Address :

E-mail Id : Signature :, or failing him/her

2. Name :Address :

E-mail Id : Signature :, or failing him/her

3. Name :Address :

E-mail Id : Signature :, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Sixth Annual General Meeting of the Company, to be held on Saturday, the 16th day of September, 2017 at 10.00 a.m. at MEWS Ladies Club, No. 37, 17th Cross (between 4th & 6th Main), Malleswaram, Bangalore 560 055 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution no. | Description | For | Against |
|----------------|---|-----|---------|
| | ORDINARY BUSINESS | | |
| 1 | Adoption of Audited Financial Statements for the year ended March 31, 2017. | | |
| 2 | Appointment of Mr. Sathish Shastry as a Director, who retires by rotation and offers himself for re-appointment | | |
| 3 | Appointment of Mr. Umesh Shastry as a Director, who retires by rotation and offers himself for re-appointment | | |
| 4 | Ratification of appointment of M/s. B.N. Subramanya & Co., Chartered Accountants, as Auditors and fix their remuneration. | | |
| | SPECIAL BUSINESS | | |
| 5 | Re-appointment of Mr. Sathish Shastry as Whole Time Director. | | |
| 6 | Re-appointment of Mr. Umesh Shastry as Whole Time Director. | | |
| 7 | Re-appointment of Mrs. Supriya Shastry as Whole Time Director. | | |
| 8 | Re-appointment of Mr. Suresh Shastry as Managing Director. | | |
| 9 | Alteration of Articles of Association of the Company in conformity with the Companies Act, 2013. | | |

Signed this day of 2017 Signature of shareholder.....

Affix
1 Rupee
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note :

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- (2) **A proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) **This is only optional.** Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.