30TH

ANNUAL REPORT

2020 – 2021

SMITHS & FOUNDERS (INDIA) LIMITED

CIN: L85110KA1990PLC011303

SMITHS & FOUNDERS (INDIA) LIMITED

BOARD OF DIRECTORS

Suresh Shastry	Chairman & Managing Director
Supriya Shastry	Whole-Time Director (Till 05.05.2021)
V Parthasarathy	Independent Director
Sudhindra N Kalghatgi	Independent Director
Shailaja Suresh	Non-Executive & Non-independent Director
Manjunath K H	Independent Director (Till 30.04.2021)

CHIEF FINANCIAL OFFICER Sadananda S Zutti

COMPANY SECRETARY & COMPLIANCE OFFICER Roopashree B Shettigar

AUDITORS
B.N.Subramanya & Co.
Chartered Accountants
101, R.V-15, 'E ' Block, 6th Main Road
Malleswaram, Bangalore – 560003

REGISTRAR & TRANSFER AGENTS
Integrated Registry Management Services Private Limited
30, Ramana Residency, 4th Cross, Sampige Road
Malleswaram, Bangalore – 560003

SMITHS & FOUNDERS (INDIA) LIMITED

REGSISTERED OFFICE No.505, 5th Floor, Brigade Rubix,
No.20, H M T Main Road, Bangalore – 560013

WORKS Plot No N12 and N13, Industrial Estate, Sagar Road, Shimoga, Karnataka, 577204

E-MAIL cosec@smithsandfoundersindia.com

WEBSITE www.smithsandfoundersindia.com

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of **Smiths & Founders (India) Limited** will be held on Monday, September, 27, 2021 at IST 10.00 a.m. through Video Conferencing / Other Audio Visual Means ("VC") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Suresh Shastry (DIN: 01099554), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve continuation of directorship of Parthasarathy V (DIN: 06761878), as Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Independent Director of the Company by Parthasarathy V (DIN: 06761878) (who will attain 75 years of age on April 10, 2022) till his current tenure of appointment namely, up to February 13, 2024.

   RESOLVED FURTHER THAT Mr. Suresh Shastry, Chairman & Managing Director be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By the Order of the Board

Sd/-

Roopashree B Shettigar
Company Secretary & Compliance Officer

Registered Office:

No.505, 5th Floor, Brigade Rubix,
No.20, HMT Main Road, Bangalore 560 013
CIN: L85110KA1990PLC011303

E-mail Id: cosec@smithsandfoundersindia.com
Website: www.smithsandfoundersindia.com
Place: Bangalore
Date: 28.08.2021

NOTES:

1. In view of the continuing Covid-19 pandemic,the Ministry of Corporate Affairs ("MCA") had vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively (collectively referred to as "MCA circulars") permitted the holding of the Annual General Meeting ("AGM") through VC, without the physical presence of the members at a common venue. Hence, in compliance with the MCA circulars and the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI Listing Regulations") the 30th AGM of the Company is being held through VC.

   The Deemed Venue for the 30th AGM shall be the registered office of the Company.

2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of Director(s) seeking appointment/re-appointment at this AGM is annexed.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since the AGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.**

4. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to accounts@smithsandfoundersindia.com on or before September 23, 2021.

7. During the 30th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the register of contracts and arrangements in which the Directors are interested, maintained under section 109 of the Act, upon logging in to CDSL e-voting system.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.

9. Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2021, to September 27, 2021 (both days inclusive) for the purpose of 30th AGM.

10. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

11. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.smithsandfoundersindia.com (under 'Investors' section). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company's Registrar and Transfer Agent – Integrated Registry Management Services Private Limited, in case the shares are held by them in physical form.

12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent – Integrated Registry Management Services Private Limited for assistance in this regard.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant ("DP") with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent – Integrated Registry Management Services Private Limited.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Integrated Registry Management Services Private Limited for shares held in physical form, with relevant documents that may be required.

15. In view of the COVID-19 pandemic and resultant difficulties involved in dispatch of physical copies of the Annual Report, the MCA, vide its Circular dated May 5, 2020 has dispensed with the requirement of dispatch of physical copies of the Annual Report. Accordingly, the Notice of the AGM along with the Annual Report 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.smithsandfoundersindia.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL https://www.evoting.cdsl.com. For any communication, the shareholders may also send

requests to the Company's dedicated investor email-id: cosec@smithsandfoundersindia.com.

16. **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The instructions for shareholders voting electronically and joining virtual Meetings are as under:

i. The voting period begins on September 24, 2021 (9.00 a.m.) and ends on September 26, 2021 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under** Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on** e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised

to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-Voting and joining virtual meetings for Members holding shares in physical mode and shareholders other than individual holding in Demat form – is as below:

1. The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on "Shareholders" module.

3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than Individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the relevant EVSN of **"Smiths and Founders India Limited"** on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosec@smithsandfoundersindia.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC & E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (cosec@smithsandfoundersindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (cosec@smithsandfoundersindia.com). These queries will be replied by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES .

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXUE TO THE NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No.3

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non-executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. V. Parthasarthy was appointed as a Non-executive Independent Director on the Board of the Company for a period of five years with effect from 27th January, 2014 up to 31st March, 2019 and the same was approved by the Members of the Company at their Annual General Meeting held on 27th December, 2014. He was further re-appointed as a Non-executive Independent Director on the Board of the Company for a second term of up to five years (upto 13th February, 2024) with effect from 14th February, 2019 and the same was approved by Members of the Company at their Annual General Meeting held on 31st August, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. V. Parthasarathy as an Independent Director. Mr. V. Parthasarathy is Chairman of Audit Committee and is a member of the Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Board. The Board recommends the resolution in relation to re appointment of Mr. V. Parthasarathy as an Independent Director, for the approval by the members of the Company.

Except Mr. V. Parthasarathy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item no.3.

PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	**Mr. Suresh Shastry**
DIN	01099554
Date of Birth	12/11/1956
Date of Appointment	22/10/1990

Qualifications	Advanced Diploma in Forge Technology (ADFT), NIF&FT, Ranchi
Expertise in specific functional areas	Has over 40 years experience in Forging Industry
Number of Meetings of the Board attended during the year	6/6
Other Directorships / Committee Chairmanships / Memberships	None
Number of Shares held in the Company	2,92,01,450
Relationship between directors inter-se	Father of Ms. Supriya Shastry & Husband of Mrs. Shailaja Suresh.
Terms and conditions of appointment	As per Remuneration and Nomination Policy of the Company, as displayed on the Company's website

By the Order of the Board
Roopashree B. Shettigar
Company Secretary & Compliance Officer

Registered Office:
No.505, 5th Floor, Brigade Rubix,
No.20, HMT Main Road, Bangalore 560 013
CIN: L85110KA1990PLC011303
E-mail Id: cosec@smithsandfoundersindia.com
Website: www.smithsandfoundersindia.com
Place: Bangalore
Date: 28.08.2021

DIRECTORS' REPORT

Dear Members,

Your Directors present the Thirtieth Annual Report, together with the Audited Statements of Account for the financial year ended March 31, 2021.

1. FINANCIAL RESULTS

During the year under review the Company has achieved the following financial results:

(Rs.in lakhs)

Particulars	31.03.2021	31.03.2020
Revenue from operations	881.97	808.40
Other Income	43.88	2.66
Profit / (Loss) before Financial Charges, Depreciation, Taxation and Prior Period items	136.91	-34.08
Less: Depreciation	24.75	32.49
Less: Finance Costs	41.77	38.62
Profit / (Loss) before Taxation and Prior Period items	70.39	(105.19)
Profit / (Loss) for the year	70.39	(105.19)
Net Profit / (Loss) for the year	70.39	(105.19)
Balance of Profit / (Loss) brought forward from last year	(1020.73)	(915.54)
Profit / (Loss) Carried forward to Balance sheet	(950.34)	(1020.73)

2. OVERVIEW OF COMPANY PERFORMANCE:

During the year under review sales increased by 9.10 % compared to previous year. Demand for Company's product improved during the year resulting higher sales. Reduction in employee and overhead expenses enabled company earn operating profit of Rs.97 lacs at 11% of turnover. Profit of sale of assets too helped the Company register net profit of Rs. 70 lacs (7.6% of gross income).

3. DIVIDEND & RESERVES:

In view of carried forward losses, your Directors do not recommend any dividend for the financial year ended March 31, 2021.

During the year under review no amount was transferred to General Reserve.

4. SHARE CAPITAL:

The Paid Up Capital of the Company as at March 31, 2021 stood at Rs. 10,19,96,525/-. As on March 31, 2021 none of the Directors of the Company held instruments convertible into equity shares of the Company.

5. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014, is hosted on the Company's website and can be accessed at https://smithsandfoundersindia.com/files/announcement/agm/agm2021/Annexure-a-extract-of-annual-return-mgt-9-2021.pdf

6. DIRECTORS:

Mr. Suresh Shastry, Managing Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment, for consideration of the Members of the Company at the ensuing Annual General Meeting.

The Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there was no change in the Board of Directors of the Company.

Mrs. Supriya Shastry has resigned as Whole-Time Director of the Company, with effect from 05.05.2021 for personal reasons. Your Directors place on record their appreciation of the valuable service rendered by Mrs. Supriya Shastry as Whole-Time Director for seven years.

Your Directors regret to inform you about the sad demise of Mr. Manjunath K H, Independent Director on the Board on 30th April, 2021. Your Directors recognize and place on record their appreciation of the services rendered by Mr. Manjunath as Independent Director for one year.

The present composition of the Company's Board of Directors is as below

Directors	Category
1. Mr. Suresh Shastry	Chairman & Managing Director (Promoter)
2. Mr. V. Parthasarathy	Non-Executive, Independent Director
3. Mr. Sudhindra Narayan Kalghatgi	Non-Executive, Independent Director
4. Mrs. Shailaja Suresh	Non-Executive, Director (Promoter)

7. NUMBER OF MEETINGS OF THE BOARD:

During the Financial Year 2020-21, 6 (Six) meetings of the Board were held, details of which are given in the Corporate Governance Report.

8. COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees:

a) Audit Committee
b) Remuneration and Nomination Committee
c) Stakeholders' Relationship Committee &
d) Share Transfer Committee

Details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

9. BOARD EVALUATION:

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of structured evaluation parameters such as, a) the board composition and structure, b) contribution of Directors in the development of strategy and risk management, c) timely and unbiased information, of the right length and quality, provided to the Board, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. Performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

10. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company, www.smithsandfoundersindia.com.

11. FIXED DEPOSITS:

The Company has not accepted fixed deposits from the public and shareholders within the meaning of Section 73(1) of the Companies Act, 2013 and Rules made there under, during the year under review.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(3) (c) of the Companies Act, 2013, your Directors state that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2021 and its profit for the year ended on that date;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding

the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts have been prepared on a `going concern' basis;

e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:

During the year under review the Company has not given any loan, guarantee or made any investment covered under the provisions of Section 186 of the Companies Act, 2013.

14. REMUNERATION AND NOMINATION POLICY:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also lays down criteria for selection and appointment of Board Members. The Policy is given in **Annexure-B** and forms an integral part of this report.

15. RELATED PARTY TRANSACTIONS:

During the year under review the Company has not entered into any transaction with any related party attracting the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder. The disclosure required pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC 2 is given in **Annexure-C** and forms an integral part of this report. Further there are no material related party transactions during the year under review with the Promoter, Directors or Key Managerial Personnel.

All Related Party Transactions are placed before the Audit Committee and also to the Board for approval.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company, www.smithsandfoundersindia.com.

16. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy of the Company can be accessed on the Company's website at www.smithsandfoundersindia.com

17. RISK MANAGEMENT:

The Company has in place Risk Management Policy according to which the Board of Directors of the Company and the Audit Committee periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

18. CORPORATE SOCIAL RESPONSIBILITY:

No disclosures on Corporate Social Responsibility are required as provision under Section 135 of the Companies Act, 2013 and Rules made thereunder are not applicable to the Company.

19. CORPORATE GOVERNANCE:

As per Regulations 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a Certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

20. MANAGEMENT DISCUSSION AND ANALYSIS:

The Report on Management Discussion and Analysis forms part of this Report. Certain statements in this section may be forward looking. Many factors may affect the actual results, which could be different from that the Directors envisage in terms of the future performance and outlook.

21. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with Secretarial Standards, SS-1 and SS-2, issued by The Institute of Company Secretaries of India. Secretarial Standard, SS-3 is not applicable to your Company.

22. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company has appointed Mr. K N Nagesha Rao, Practicing Company Secretary as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed as **Annexure – D** and forms an integral part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

23. AUDITORS:

The Company's Auditors, M/s. B.N.Subramanya & Co., Chartered Accountants, were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of Twenty Seventh Annual General Meeting, held on 29th September 2018, until the conclusion of the Thirty Second Annual General Meeting to be held in the year 2023.

The Auditors' Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2021. The statements made by the Auditors in their Report are self-explanatory and do not call for any further comments.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year 2020-2021 there are no significant and material orders passed by the Regulators/Courts/Tribunals that would impact the going concern status of the Company and its future operations.

25. CONTINGENT LIABILITY:

There are no contingent liabilities for the financial year 2020-2021.

26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate internal control system commensurate with its size and nature of its business.

27. HEALTH, SAFETY AND ENVIRONMENT:

The health and safety of the workforce is of paramount importance. The Company aims to provide a workplace that is free from any occupational hazards or illness.

28. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

During the year under review the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

29. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

No material changes and commitment affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

30. STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure-E** , which forms part of this Report.

There were no employees employed throughout the year who were in receipt of remuneration of Rs. 1.02 Crore per annum or more. There were no employees employed for part of the year who were in receipt of remuneration of Rs. 8.50 Lakhs per month or more. During the year under review the Company had 65 employees.

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2021 is given in **Annexure-F** to this Report.

31. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work and support, your Company's achievements would not have been possible. Your Directors also wish to thank its Members, Government Authorities, Banks, Customers and Vendors for their sustained support to the Company.

By the Order of the Board

Suresh Shastry
Chairman & Managing Director

Place: Bangalore
Date: 23.06.2021

Annexure-B

NOMINATION AND REMUNERATION POLICY

Introduction:

The Company's policy is to consider human resources as its invaluable assets, pay reasonable and sufficient remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Objective and purpose of the Policy:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in the industry in which the company is operating.

- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 30th May, 2014.

Effective Date:

This policy shall be effective from 1st April, 2014.

Constitution of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of following Directors, effective 19.04.2019.

1. Mr. Sudhindra N. Kalghatgi, Chairman (Independent & Non – Executive Director)
2. Mr. V. Parthasarathy, Member (Independent & Non – Executive Director)
3. Mrs. Shailaja Suresh, Member (Non-Executive Director)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions

- Board means Board of Directors of the Company.

- Directors mean Directors of the Company.

- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

- Company means Smiths & Founders (India) Limited.

- Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.

- Key Managerial Personnel (KMP) means-
  I. Executive Chairman and / or Managing Director;
  II. Whole-time Director;
  III. Chief Executive Officer;
  IV. Chief Financial Officer;
  V. Company Secretary;
  VI. Such other officer as may be prescribed under the applicable statutory provisions / regulations.

- Senior Management means personnel of the Company occupying the position of Chief Executive Officer (CEO) of any unit / division or Vice President / General Manager including Vice President / General Manager of any unit / division of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to

- Directors (Executive and Non Executive)

- Key Managerial Personnel

- Senior Management Personnel

General

- This Policy is divided in three parts:
  (i) Part – A covers the matters to be dealt with and recommended by the Committee to the Board,
  (ii) Part – B covers the appointment and nomination and
  (iii) Part – C covers remuneration and perquisites etc.

- The key features of the Company's policy shall be included in the Board's Report.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.

- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- Appointment, criteria and qualifications:
  1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

  2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

  3. The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- Term / Tenure:
  1. **Managing Director/Whole-time Director:-**
     The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

  2. **Independent Director:-**
     An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal:**
  Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**
  The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General:**

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Increments will be effective from 1st April in respect of Whole-time Directors and other employees of the Company.

4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. **Fixed pay:**
   The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration:**
   If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. **Provisions for excess remuneration:**
   If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive / Independent Director:**

1. **Remuneration / Commission:**

   The remuneration / commission to be paid shall be in accordance with the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

Annexure – C

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and* Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL

(a) Name(s) of the related party and nature of relationship:

(b) Nature of contracts/arrangements/transactions:

(c) Duration of the contracts / arrangements/transactions:

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

(e) Justification for entering into such contracts or arrangements or transactions:

(f) Date(s) of approval by the Board:

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / Arrangements / transactions	Duration of the contracts / arrangements / transactions:	Salient terms of the contracts or arrangements or transactions Including the value, if any:	Date(s) of approval by the Board	Amount paid as advances
Suresh Shastry Chairman & Managing Director	**Employment**	**4 years**	**Rs. 14,88,000/-**	**01/04/2017**	**NIL**

	Unsecured Loan taken by the Company	**Adhoc**	**Rs. 1,10,00,000/-**	**27/06/2020**	**NIL**
	Interest paid on Loans	**Long term**	**Rs. 10,80,953/-**	**27/06/2020**	**NIL**
	Unsecured Loan repaid by the Company	**Adhoc**	**Rs. 95,00,000/-**	**27/06/2020**	**NIL**
Supriya Shastry Whole-Time Director	**Employment**	**4 years**	**Rs. 14,88,000/-**	**01/04/2017**	**NIL**
	Unsecured Loan taken by the Company	**Adhoc**	**Rs. 25,00,000/-**	**27/06/2020**	**NIL**
	Interest paid on Loans	**12 months**	**Rs. 43,831/-**	**27/06/2020**	**NIL**
	Unsecured Loan repaid by the Company	**Adhoc**	**Rs. 10,00,000/-**	**27/06/2020**	**NIL**
Mr. Sadanand Zutti Chief Financial Officer	**Employment**	**12 months**	**Rs. 5,19,373/-**	**19/04/2019**	**NIL**
Mrs. Roopashree Shettigar Company Secretary	**Employment**	**12 months**	**Rs. 2,96,519/-**	**31/08/2019**	**NIL**
Mr. Umesh Shastry Vice-President Commercial	**Employment**	**12 months**	**Rs. 14,88,000/-**	**19/04/2019**	**NIL**
Mr. Satish Shastry Vice – President Technical	**Employment**	**12 months**	**Rs. 14,88,000/-**	**19/04/2019**	**NIL**

Mrs. Shailaja Suresh Non-Executive Director	**Unsecured Loan repaid by the Company**	**Adhoc**	**Rs. 20,00,000/-**	**19/04/2019**	**NIL**
	Interest paid on Loans	**Long term**	**Rs. 1,07,687/-**	**27/06/2020**	**NIL**

(Suresh Shastry)
Chairman & Managing Director

K N Nagesha Rao BCom, DSP, DEE. DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, I Stage, Grihalaxmi Colony, Basaveshwaranagar, Bengaluru 560079

9845050333; 08023234353
nageshknn@gmail.com

Secretarial Audit Report

For the Financial Year ended 31st March 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

~~~~~~

To the Members of Smiths & Founders (India) Limited

1. I conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Smiths & Founders (India) Limited** with CIN: L85110KA1990PLC011303 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

2. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and subject to my separate letter attached hereto as the Annexure, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

3. I have examined the books, papers, minute books, forms and
~~~~~~

returns filed and other records maintained by the Company for the Financial Year ended on 31st March 2021 according to the provisions of:

(a) The Companies Act, 2013 (the Act) and the Rules made there under;

(b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

v. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with

client. [Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Financial Year];

vi. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(f) Indian Copyright Act, 1957
(g) The Patents Act, 1970
(h) The Trade Marks Act, 1999

4. I have also examined compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

---

5. I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.

6. I further report that, there were no events / actions in pursuance of :

a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018.

requiring compliance thereof by the Company during the Audit period.

7. I have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

8. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

9. I further report as below:

9.1 that, -

(a) proper advance notices for Board and Committee meetings were issued to Directors during the year; such notices accompanied detailed notes on agenda items and draft minutes of respective meetings; the Company adopts a system to enable Directors to seek and obtain required information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

(b) the Company followed proper Board processes in convening and conduct of Meetings Members and Directors; the Company has maintained proper Books to record Proceedings of General Meetings of Members, Minutes of Meetings of Board and Committee of Directors; resolutions passed by e-voting, if any, are recorded in the Minutes Book of General Meetings.

(c) I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

9.2 that, the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

9.3 There were no instances of:

(i) Public, Preferential Issue of Shares or Debentures or Sweat Equity.
(ii) redemption buy-back of securities;
(iii) major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013;
(iv) merger, amalgamation, reconstruction etc.;
(v) foreign technical collaborations.

Bengaluru
23rd June, 2021
UDIN No. F003000C000501982
Peer Review Unique ID No.I2014KR1122000

K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

K N Nagesha Rao BCom, DSP, DEE. DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, I Stage, Grihalaxmi Colony, Basaveshwaranagar, Bengaluru 560079

9845050333; 08023234353
nageshknn@gmail.com

The Annexure to the Secretarial Audit Report for the Financial Year 2020-21

To the Members of **Smiths & Founders (India) Limited**

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records and compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records and compliance based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I obtained the management representation on the compliances of laws, rules and regulations as well on happening of events.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Bengaluru
23rd June, 2021
UDIN No. F003000C000501982
Peer Review Unique ID No.I2014KR1122000

K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861

Annexure-E

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2021 is given here below and forms part of the Director's Report.

A. CONSERVATION OF ENERGY

The Company continued to maintain the power factor to unity throughout the year. This has helped in availing maximum rebate in electricity bills. Replacement of LED/lamps tubes all over the factory has also contributed to saving in electricity.

B. TECHNOLOGY ABSORBTION

The Company develops its own technology in house for new products, process development and cost reduction and it has systems to absorb the technology developed.

C. EXPENDITURE ON RESEARCH & DEVELOPMEN

No expenditure was incurred by the Company attributable to research and development during the year

D. FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review Foreign Exchange earnings was Rs. 83.70 Lakhs (Previous Year Rs. 35.60 Lakhs) and Foreign Exchange outgo was Nil (Previous Year Nil).

Annexure-F

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under Section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The percentage increase in remuneration of each Director and Company Secretary during the Financial Year 2020-21, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director / KMP	Designation	Remuneration of Director / KMP for the Financial Year 2020-21 (Rs. in Lakhs)	% increase in Remuneration in the Financial Year 2020-21	Ratio of Remuneration of each Director to median remuneration of employees for the Financial Year	Comparison of the Remuneration of the KMP against the performance of the Company
1	Suresh Shastry	Chairman & Managing Director	18.40	There was no increase in remuneration during the Financial Year	**9.89**	Remuneration received during the Financial year – Rs. 18.40 Lakhs as against Net profit of Rs. 70.39 Lakhs.
2	Supriya Shastry	Executive Director	17.88	There was no increase in remuneration during the Financial Year	**9.61**	Remuneration received during the Financial year – Rs.17.88 Lakhs as against Net Loss of Rs. 70.39 Lakhs.
3	Shailaja Suresh	Non-Executive Director	0.00	0.00	0.00	-
4	V. Parthasarathy	Independent Director	0.00	0.00	0.00	-
5	Sudhindra N Kalghatgi	Independent Director	0.00	0.00	0.00	-
6	Manjunath K H	Independent Director	0.00	0.00	0.00	-

7	Sadaanand Zutti	Chief Financial Officer	**5.19**	There was no increase in remuneration during the Financial Year	-	
8	Roopashree B Shettigar	Company Secretary	**2.97**	There was no increase in remuneration during the Financial Year	-	

(i). The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was Rs**.1,85,988/-** and the ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

(ii). The percentage increase in remuneration of each director and Company Secretary in the Financial Year:

There was no increase in remuneration of the Directors and Company Secretary in the Financial Year 2020-21.

(iii). The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was a decrease of **9.83** % in the median remuneration of employees.

(iv). The number of permanent employees on the rolls of the Company:

There were 65 permanent employees on the rolls of the Company as on March 31, 2021.

(v) The explanation on the relationship between average increase in remuneration and Company performance:

The decrease in the median remuneration of employees was 9.83 %. As regards Company's performance, its net profit for the Financial Year 2020-21 was Rs.70.39 Lakhs as against net loss of Rs. 105.19 Lakhs in the Financial Year 2019-20.
Remuneration to Employees is as per the HR Policy of the Company in force from time to time and in compliance with applicable regulatory requirements.

(vi). Comparison of the remuneration of the Key Managerial Personnel against performance of the Company:

The Total remuneration of Key Managerial Personnel has remained the same compared to previous year; the Company had posted a net profit of Rs.70.39 Lakhs & net loss of Rs.105.19 Lakhs, during the financial years 2020-21 & 2019-20, respectively.

(vii). Variations in the market capitalization of the Company, price earnings ratio as at the closing date of current financial year and previous financial year and the percentage increase or decrease

in market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies:

The market capitalization as on 31st March 2021 was Rs.8.36 Crores (Rs.6.73 Crores as on 31st March, 2020). The price of the share during March, 2021 was Rs. 0.82 and as on 31st March, 2020 was Rs. 0.66. The Earnings Per Share was Rs. 0.07 for the Financial Year ended 31st March, 2021 and Rs. -0.10 for the financial year ended 31st March, 2020. The Initial Public offer was made by the Company in the year 1993 and the issue was for 31,00,000 equity shares of Rs. 10/- each at par. In the year 2006, the Company split the shares by reducing the face value to Re. 1/-. In the year 2014 the Company reduced the Share Capital by 90% and allotted 97676525 new equity shares to the shareholders of the amalgamating Company, as per the Scheme of Rehabilitation sanctioned by the Hon. BIFR in February, 2014. As against issue of equity shares of Rs.10/- at par in 1993 and post share capital reduction by 90% and issue of new equity shares, the average share price of the Company at BSE Limited, during March 2021 was Rs.0.08, per equity share, of the face value of Re.1/- per share.

(viii). Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration:

During the financial year 2020-21, average percentile increase in salaries of employees other than the managerial personnel was there was no increase in the managerial remuneration.

(ix). Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

Details are provided in the above table.

(x). The key parameters for any variable component of remuneration availed by the Directors

During the Financial Year 2020-21 the remuneration paid to Directors does not include any variable component.

(xi). The ratio of the remuneration of the highest paid director to that of the employees who are not directors but remuneration in excess of the highest paid director during the year:

Not applicable.

(xii). Affirmation that the remuneration is as per the remuneration policy of the Company.

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

MANAGEMENT DISCUSSION AND ANALYSIS

FORMING PART OF DIRECTORS' REPORT FOR 2020-21

During the year under review, the Indian automobile sector drove through a slow lane. The forging industry too opened the year 2020-21 on a subdued note. Though the Association of Indian Forging Industry (AIFI) projected higher demand during the first quarter, due to the pandemic, passive consumer sentiment, stagnant end-user market and inadequate liquidity in the financial system, growth in the automobile / auto components sector remained muted.

Industry Structure and Developments:

The turnaround for the Indian auto industry which began in the Financial Year 2019-20 did not continue in the Financial Year 2020-21. Despite the limp, your Company could improve sales by 9.10% in comparison to previous year's.

Opportunities and Threats:

There are a few concerns which seem to hamper the overall growth in the long run, including the rising steel prices, demand supply gap, high electricity tariff, rising fuel prices, government's thrust on electric vehicles and technology upgradation and modernization.

Given the importance of the automobile industry to the economy, its potential for generating employment opportunities and its backward and forward linkages with several sectors, the Government is committed to support its development.

Going forward, Year 22-23 onwards, the Auto Industry is expected to show good growth across all segments on the back of healthy economic outlook, infrastructure investments and new launches by OEMs.

Growing concerns over air pollution, road safety and urban congestion, are driving the policy and regulations for electric motor vehicles and urban development. In the long run, these will impact ownership patterns and in turn will have a significant effect on the future of the automotive industry.

Segment-wise or product wise performance:

Your Company is primarily engaged in the business of ferrous forgings and hence there are no separate reportable segments.

Outlook:

The rapidly globalising world is opening up newer avenues for the transportation industry, especially while it makes a shift towards electric, electronic and hybrid cars, which are deemed more efficient, safe, more environment friendly and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto-component manufacturers, who would need to adapt to the change via systematic research and development.

The Indian Auto Component industry is expected to grow by 8-10 per cent in FY 2022-23, based on higher localisation by Original Equipment Manufacturers (OEMs), higher component content per vehicle, and rising exports from India. The Indian Auto Component industry is set to become the third largest in the world by 2025.

A normal monsoon is expected to push up the country's growth rate in the coming year.

Risks and Concerns:
The Company's business is exposed to many internal and external risks. Your Company with its lean and nimble and customer-oriented approach is confident of improving its performance and augmenting its resources.

Internal Control Systems and their adequacy:
The Company has an adequate system of internal control commensurate with the size and nature of its business, which ensures that transactions are recorded, authorised and reported correctly apart from safeguarding its assets against loss from wastage, unauthorised use and removal.

Discussion on Financial performance with respect to operational performance:
The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) and comply with the Accounting Standard specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Results of Operations:

Sales turnover and Income (Rs.in Lakhs)

Particulars	Financial Year 2020-21		Financial Year 2019-20		+/-
	Amount	%	Amount	%	%
Revenue from Operations	881.97	95.26	808.40	99.67	9.10
Other Income	43.88	4.74	2.66	0.33	1549.62
Total	**925.85**	**100.00**	**811.06**	**100.00**	**1558.72**

Net Sales has increased by 9.10%; the other Income has increased significantly as a result of profit on sale of asset.

Expenses (Rs.in Lakhs)

Particulars	Financial Year 2020-21		Financial Year 2019-20		+/-
	Amount	%	Amount	%	%
Material Costs & Changes Inventory	359.49	41.91	366.28	39.92	-1.89
Employee Benefits Expense	235.93	27.51	267.03	30.34	-11.65

Finance Costs	41.77	4.87	38.62	4.39	8.16
Depreciation & Amortisation Expense	24.75	2.89	32.49	3.69	-23.82
Direct Expenses	138.97	16.20	148.88	16.91	-6.66
Administration Expenses	52.24	6.09	60.50	6.87	-13.65
Selling & Distribution Expenses	4.54	0.53	3.65	0.41	24.38
Total Expenses	**857.69**	**100.00**	**917.44**	**100.00**	**-45.6**

Administration expenses have come down due to improved operational efficiency.

Finance cost has gone up due increase in borrowings.

Material developments in Human Resources/Industrial Relations front, including number of people employed:

The Company considers its people as the most critical and valuable resource. The relations between the employees and the Company remained cordial throughout the year. The Company continues to focus on safety, training and development of the employees. The total number of employees on the rolls of the Company as on March 31, 2021 was 65.

Cautionary Statement:

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and other incidental factors, over which the Company does not have any direct control.

ANNEXURE TO THE DIRECTOR'S REPORT

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021, in terms of Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

1. **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**
   Your Company believes in good corporate governance and continuously endeavours to improve focus on it by increasing transparency and accountability to all the stakeholders. The Company undertakes to behave responsibly towards its shareholders, business partners, employees, society and the environment. The Company is committed to business integrity, high ethical values and professionalism in all its activities.

2. **BOARD OF DIRECTORS:**
   a. **Composition and Size of the Board.**
   The Board of Directors comprised of Six Directors. Composition of the Board, as at 31.03.2021 was as follows:

Directors	Category	Directorships in other Indian Public Limited Companies*	No. of Board Committees in which Chairman / Member
Promoter & Executive Directors			
Mr. Suresh Shastry	Chairman & Managing Director	Nil	Nil
Executive Directors			
Mrs. Supriya Shastry #	Executive Director	Nil	Nil
Promoter & Non-Executive Directors			
Mrs. Shailaja Suresh	Non-Executive Director	Nil	Nil
Non-Executive and Independent Directors			
Mr. Sudhindra Narayan Kalghatgi	Independent Director	Nil	Nil
Mr. V. Parthasarathy	Independent Director	Nil	Nil
Mr. Manjunath K H##	Independent Director	Nil	Nil

Mrs. Supriya Shastry has resigned w.e.f from 5th May, 2021

Mr. Manjunath K H has died on 30th April, 2021.

*** Excludes private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.**

Mr. Suresh Shastry, Mrs. Shailaja Suresh and Mrs. Supriya Shastry are relatives.

b) Attendance of Directors at the Board Meetings and at the last Annual General Meeting.

Name of the Director	Number of Board Meetings held during the year 2020-21		Attendance at the Last AGM held on 26.09.2020
	Held	Attended	
Mr. Suresh Shastry	6	6	Yes
Mrs. Supriya Shastry	6	6	Yes
Mrs. Shailaja Suresh	6	5	Yes
Mr. V. Parthasarathy	6	6	Yes
Mr. Sudhindra Narayan Kalghatgi	6	5	Yes
Mr. Manjunath K H	6	4	Yes

c) Number of Board Meetings:

Six Board Meetings were held during the year 2020-21 and the gap between two consecutive meetings did not exceed one hundred twenty days. The dates on which the Board meetings were held were 18.06.2020, 27.06.2020, 30.07.2020, 03.09.2020, 07.11.2020 and 03.02.2021.

3. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulation read with Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee cover all areas prescribed by Regulation 18 of the Listing Regulation and include the following:

The Audit Committee comprises of a) Mr. V. Parthasarathy, Non Executive Independent Director b) Mr. Suresh Shastry, Chairman & Managing Director and c) Mr. Sudhindra N. Kalghatgi, Non Executive Independent Director. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, accounts and business management. The Chairman of the Committee Mr. V. Parthasarathy is retired banker having more than 32 years experience in the banking industry. The Company Secretary is the Secretary to the Committee. The Audit Committee has been granted powers as prescribed under Regulation 18 of the Listing Regulation.

The Audit Committee met four times during the year 2020-21 and the gap between two consecutive meetings did not exceed one hundred twenty days. The dates on which the Audit Committee Meetings were held on: 27.06.2020, 30.07.2020, 07.11.2020 and 03.02.2021.

The attendance at the Meetings was as under:

Members	No. of Meetings held during the year 2020-21	No. of Meetings Attended
Mr. V. Parthasarathy	4	4
Mr. Suresh Shastry	4	4
Mr. Sudhindra N. Kalghatgi	4	4
Mr. Manjunath K H	4	3

The terms of reference of the Audit Committee include the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required replacement or removal of statutory auditors and fixation of audit fees. Approval of payment to statutory auditors for any other services.

3. Reviewing with management, the quarterly and annual financial statements before submission to the Board for approval.

4. To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors.

5. Reviewing with management performance of statutory and internal auditors and adequacy of internal control systems.

6. Discussion with statutory auditors before the audit commences, nature and scope of audit as well as to have post audit discussion to ascertain any area of concern.

7. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

3. NOMINATION AND REMUNERATION COMMITTEE:

Directors	Category
1. Mr. Sudhindra Narayan Kalghatgi - Non-Executive, Independent Director	Chairman
2. Mr. V. Parthasarathy - Chairman & Non-Executive, Independent Director	Member
3. Mrs. Shailaja Suresh – Promoter, Non-Executive Director	Member

The Committee has formulated a Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013. The policy, inter alia, states its objective and purpose, applicability, remuneration for the Whole-time Directors, Key Managerial and Senior Management Personnel. The Policy is furnished in **Annexure –B** to the Directors' Report.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr. Sudhindra N. Kalghatgi, Independent Director. Mr. Suresh Shastry and Mr V. Parthasarathy are also the members of the Committee. The Company Secretary is the Compliance Officer of the Company for the purpose of Listing Regulation. This Committee monitors and redresses investors' complaints, transfer/ transmission of shares, etc. The Committee Meetings were held on 27.06.2020, 30.07.2020, 07.11.2020, & 03.02.2021.

The attendance at the meetings was as under:

Members	No. of Meetings held during the year 2020-21	No. of Meetings Attended
Mr. V. Parthasarathy	4	4
Mr. Suresh Shastry	4	4
Mr. Sudhindra N. Kalghatgi	4	4

During the year, no complaints were received from the shareholders. As on date, there are no pending share transfers pertaining to the year under review.

6. SHARE TRANSFER COMMITTEE

The Company's share transfer Committee was formed on 09.08.2017, essentially to approve transfer/ transmission, etc. requests received from time to time from shareholders, through Registrar and Share Transfer Agents, instead of waiting for the meeting/s of stakeholders' relationship committee, held once in every 3 / 4 months. The share transfer committee functions under the Chairmanship of Mr. Suresh Shastry, Chairman & Managing Director is the other member of the Committee. The Company Secretary is the Compliance Officer of the Company for the purpose of Listing Regulation

7. REMUNERATION OF DIRECTORS:

In line with the principles of transparency and consistency, the Company has adopted a Policy of Remuneration of Directors, Key Managerial Personnel and other employee, which has been approved by the Board of the Company at its meeting held on May 30, 2014, based on the recommendations of the Nomination and Remuneration Committee.

Remuneration paid to Managing Director and Executive Directors (Whole-time Directors) for the year ended March 31, 2021 is given below: (Rs. in Lakhs)

Directors	Salary	Company's Contributions to funds*	Perquisites & Allowances	Total	Contract Period
Suresh Shastry (Managing Director)	14.88	3.00	0.52	18.40	1.4.2017 to 31.3.2022
Supriya Shastry, (Executive Director)	14.88	3.00	-	17.88	1.4.2017 to 31.3.2022

* Aggregate of Company's contributions to Superannuation Fund and Provident Fund.

No remuneration has been paid to Non-Executive Directors during the year under review.

8. CEO CERTIFICATION

The Managing Director has certified to the Board that all the requirements of the Listing Regulation have been complied with.

9. ANNUAL GENERAL MEETINGS:

Details of Annual General Meeting held during the preceding 3 years and Special Resolutions passed thereat are given below:

Year	AGM	Location	Date & Time	Special Resolution passed
2018-19	AGM	MEWS Ladies Club, No.37,17th Cross, Malleswaram, Bangalore 560 055	31.08.2019	2018-19
2019-20	AGM	MEWS Ladies Club, No.37,17th Cross, Malleswaram, Bangalore 560 055	31.08.2019	2019-20
2020-21	AGM*	Registered Office No. 505, 5th Floor, Brigade Rubix, No.20, H M T Main Road, Bangalore - 560013	26.09.2020 10.00 a.m.	Approval of Mr. Manjunath K H as an independent Director

* through video conferencing/other Audio video means

No special resolutions were passed through Postal Ballot during the year 2020-21.

10. a. **Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large:**

The Company has formulated a policy on Materiality and dealing with Related Party transactions which specify the manner of entering into related party transactions. This Policy has been posted on the website of the Company, www.smithsandfoundersindia.com.

During the year 2020-21, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or the Management or Relatives, etc., that may have potential conflict with the interests of the Company. Further, details of transactions with related parties are disclosed in Note 31 of Notes on accounts to Annual Accounts in the Annual Report.

b. **Details of non-compliance by the Company, penalties, strictures, imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital matters, during the last three years.**

For the financial year 2020-2021, your Company had fully complied with the corporate governance requirements, as mandated by SEBI.

c. **Whistle Blower Policy**

Pursuant to Section 177(9) and(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company, www.smithsandfoundersindia.com. During the year, under Whistle Blower Policy, no complaints were reported to Audit Committee.

d. **Non-mandatory requirements**

Adoption of non-mandatory requirements of the Listing Regulation is being reviewed by the Board from time to time.

12. MEANS OF COMMUNICATION:

A. Quarterly Results:

The approved financial results are forthwith sent to the Stock Exchange where the shares are listed and are published in the newspapers as required by the Listing Agreement. The Quarterly, Half-yearly and Yearly Results are published in Financial Express and EE-Sanje, which are national and local dailies respectively.

B. Website:

The Company maintains a functional website www.smithsandfoundersindia.com, which is updated on regular basis. Quarterly, Half-yearly and Yearly results, Annual Reports, Code of Conduct and Ethics and Shareholding Pattern are available on the website in a user friendly and downloadable form

C. Annual Report:

The Annual Report containing inter alia the Audited Annual Accounts, Directors' Report, Auditors' Report, Report on Corporate Governance and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis forms part of the Annual Report.

12. GENERAL SHAREHOLDER INFORMATION:

12.1 AGM:

Date and Time: September 27, 2021 at 10.00 AM through VC
Venue: Regd. Office. (No. 505, 5th Floor, Brigade Rubix, No. 20,
HMT Main Road, Bangalore-560013)

12.2 Financial Year of the Company:

Financial year covers the period from April 1, every year and ends on March 31, in the succeeding year.

Tentative dates for Board Meeting for consideration of quarterly financial results for 2021-22 are given below.

I. Quarter ending June 30, 2021 - On or before August 14, 2021

II. Quarter ending September 30, 2021 - On or before November 14, 2021

III. Quarter ending December 31, 2021 - On or before February 14, 2022

IV. Quarter & Year ending March 31, 2022 - End May, 2022

12.3 Book Closure Date:

Will be notified once the date of AGM is decided.

12.4 Dividend Payment Date:

Not Applicable

12.5 Listing on Stock Exchanges:

Equity Shares: BSE Limited, Mumbai
Annual listing fee to BSE Ltd. for Financial Year 2021-22 has been paid.

12.6 Stock Codes:

(a) BSE Ltd. – 513418
(b) ISIN Code - INE728B01032

12.7 Stock Market Data:

MONTH	Share Price Movements-2020-21	
	Share Price at BSE Ltd. (Rs.)	
	HIGH	LOW
April 2020	0.68	0.67
May 2020	0.67	0.67
June 2020	0.67	0.62
July 2020	0.66	0.58
August 2020	0.69	0.54
September 2020	0.69	0.68
October 2020	0.70	0.67
November 2020	0.68	0.62
December 2020	0.75	0.60
January 2021	0.86	0.76
February 2021	0.85	0.83
March 2021	0.82	0.79

12.8. Share Price Performance in Comparison to Broad Based indices-BSE Sensex

Month/Year	BSE Sensex Index		Share Price at BSE Ltd. (Rs.)	
	HIGH	LOW	HIGH	LOW
April 2020	33,887.25	27,500.79	0.68	0.67
May 2020	32,845.48	29968.45	0.67	0.67
June 2020	35,706.55	32348.10	0.67	0.62
July 2020	38,617.03	34,927.20	0.66	0.58
August 2020	40,010.17	36,911.23	0.69	0.54
September 2020	39,359.51	36,495.98	0.69	0.68

October 2020	41,048.05	38,410.20	0.70	0.67
November 2020	44,825.37	39,334.92	0.68	0.62
December 2020	47,896.97	44,118.10	0.75	0.60
January 2021	50,184.01	46,160.46	0.86	0.76
February 2021	52,516.76	46,433.65	0.85	0.83
March 2021	51,821.84	48,236.35	0.82	0.79

12.9 Registrar and Transfer Agents:

Integrated Registry Management Services Private Limited
30, Ramana Residency
4th Cross, Sampige Road,
Malleswaram,
Bangalore 560 003

Tel: 080 2346 0815 to 818
Fax: 080 2346 0819
E-mail: vijayagopal@integratedindia.in
irg@integratedindia.in
Website: www.iepindia.com

12.10 Share Transfer System:

The Registrar and Transfer Agents, M/s. Integrated Enterprises (India) Limited, Bangalore are authorised by the Board for processing of share transfers, which are approved by the Company's Stakeholders Relationship Committee.

Share Transfer requests are processed and despatched to the shareholders generally within 10 days from the date of receipt. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants.

In compliance with the Listing Regulation 40, a Practicing Company Secretary carries out audit of the system of Transfer and a Certificate to that effect is issued.

Also, pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, certification is done by a Company Secretary in Practice regarding timely dematerialisation of the shares of the Company. Further, secretarial audit is done on a quarterly basis for reconciliation of the share capital of the Company.

12.11 Distribution of Shareholding as on 31.03.2021

No of shares held	Number of Shareholders	Number of shares held	% Shareholding
Up to 500	9822	1487563	1.46
501-1000	875	769511	0.75

1001-2000	507	828727	0.81
2001-3000	196	510601	0.50
3001-4000	107	389451	0.38
4001-5000	118	564654	0.55
5001-10000	170	1289604	1.26
10001 & above	161	96156414	94.27
TOTAL	**11956**	**101996525**	**100.00**

12.12 Dematerialization of Shares:

99.44% of the Shares of the Company are in dematerialised form as on 31st March, 2021.

12.13 Outstanding GDR / Warrants and Convertible Bonds, Conversion Date and likely impact on Equity: N.A.

12.14 Plant Locations:

N 12 & N 13, Industrial Estate, Sagar Road, Shimoga-577 204, Karnataka

12.15 Investor Correspondence:

a. For Shares in physical form: To the Registrar & Transfer Agents
b. For Shares in Dematerialization Form: To the Depository Participant

Declaration by the Managing Director under Regulation 26(3) and pursuant to Schedule V(D) read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct.

I, Suresh Shastry, Managing Director of Smiths & Founders (India) Limited, declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed their compliance with the Company's code of conduct for the year ended March 31, 2020.

Place: Bangalore **Suresh Shastry**
Date: 23.06.2021 **Chairman & Managing Director**

CEO Certification

I, Suresh Shastry, Managing Director, responsible for the finance function, certify that:

i. I have reviewed the financial statements, read with the cash flow statement of Smiths & Founders (India) Limited for the year ended March 31,2021 and that to the best of my knowledge and belief, state that:

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

ii. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

iii. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have been disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

iv. I have indicated to the Auditors and the Audit Committee:

   i. Significant changes, if any, in internal control over financial reporting during the year.
   ii. significant changes , if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
   iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Bangalore
Date : 23.06.2021

Suresh Shastry
Chairman & Managing Director

K N Nagesha Rao BCom, DSP, DEE. DBA, LLB, FCS, FCMA

Practising Company Secretary

"Sumukha"
22, 5th Cross, I Stage, Grihalaxmi Colony, Basaveshwaranagar, Bangalore 560079

9845050333; 08023234353
nageshknn@gmail.com

To the Members of **Smiths & Founders (India) Limited**

Compliance Certificate on Corporate Governance

1. I have examined the compliance of conditions of Corporate Governance by **Smiths & Founders (India) Limited** with CIN : L85110KA1990PLC11303 ("the Company") for the year ended on 31st March, 2021 as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations").

2. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as above specified in the LODR Regulations.

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. My responsibility was limited to examining procedures and implementation thereof as adopted by the Company for ensuring compliance with the conditions of Corporate Governance. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

4. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company. This Certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

Bengaluru
27th August, 2021
UDIN No.F003000C000840861
Peer Review Unique ID No.I2014KR1122000

K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF M/s. SMITHS & FOUNDERS (INDIA) LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **M/s. SMITHS & FOUNDERS (INDIA) LIMITED** ("the Company"), which comprise the standalone balance sheet as at 31st March 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, Profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw your attention to Note 39 to the standalone financial statements which explains the uncertainties and the management's assessment of the financial impact due to the lockdown and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve.

Further, our attendance at the physical inventory verification done by the management was impracticable due to the covid-19 outbreak and we have therefore, relied on the related alternate audit procedures to obtain comfort over the existence and condition of inventory at year end. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

The key audit matter	How the matter was addressed in our audit
	Our audit procedures include:
• Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.	• We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards.
• Revenue from sale of services is recognized upon completion of service.	• We tested the design, implementation and operating effectiveness of management's general IT controls and key application controls over the Company's IT systems which govern revenue recognition, including access controls, controls over program changes, interfaces between different systems and key manual internal controls over revenue recognition to assess the completeness of the revenue entries being recorded in the general ledger accounting system.

• Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.	• We tested the design, implementation and operating effectiveness of Internal Financial Controls.
• There is a risk of revenue being overstated due to fraud, including through manipulation of rebates and discounts, resulting from pressure the management may feel to achieve performance targets at the reporting period end.	• We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included goods dispatch notes, shipping documents and details with respect to percentage of completion of service projects. • We inspected, on a sample basis, key customer contracts to identify terms and conditions relating to goods acceptance and rebates and assessing the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards. • We performed cut-off testing for samples of revenue transactions recorded before and after the financial year end date by comparing with relevant underlying documentation, which included goods dispatch notes, shipping documents and details with respect to percentage of completion of service projects, to assess whether the revenue was recognized in the correct period.

Assessment of contingent liabilities relating to litigations, warranty claims and Bank guarantees issued.

The key audit matter	How the matter was addressed in our audit
• The Company is periodically subject to challenges/scrutiny on the matters relating to direct tax. Further, potential exposures may also arise from general legal proceedings in course of business. • Assessment of contingent liabilities disclosure requires Management to make judgements and estimates in relation to the issues and exposures. Whether the liability is inherently uncertain, the amounts involved are potentially significant and application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.	Our audit procedures included: • We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities. • We discussed the status and potential exposures in respect of significant litigation and claims with the Company's management including their views on the likely outcome of each litigation and claim and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors. • We assessed the event occurring after the reporting period and the adequacy of disclosures made. Refer Note 37(1) to the Financial Statements.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.This responsibility also includes maintenance of adequate accounting records in accordance with the provisions

of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the

company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with the Rule 7 of the Companies (Accounts) Rules, 2014;

   e. On the basis of written representations received from the directors as on March 31st 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st 2021, from being appointed as a director in terms of section 164 (2) of the Act;

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Company does not have any pending litigation which would impact its financial position;

      (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

3. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance within the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

For B N Subramanya & Co.,
Chartered Accountants
Firm Reg. No. 004142S

Devendra Nayak
Partner
Membership No. 27449

UDIN: 21027449AAAAAY1987

Place: Bengaluru
Date: 23rd June, 2021

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2021, we report that:

i) Fixed Assets

a) The Company has maintained proper records of fixed assets showing full particulars, including quantitative details and situation of the assets.

b) The Management has conducted a physical verification of the fixed assets during the year and no material discrepancies were noticed on such verification.

c) The title deeds of immovable properties are held in the name of the company.

ii) Inventory

The inventory has been physically verified during the year by the management at reasonable intervals and there are no material discrepancies noticed.

iii) Loans and Advances

The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of Companies Act, 2013. Accordingly, provisions of clause (iii) (a), (b) & (c) of the above said order are not applicable to the Company.

iv) Loans/Investments/Guarantees

In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans, investments, guarantees, and security given by the company.

v) Deposits

According to the information and explanation given to us, the company has not accepted any deposits, consequently directives of the RBI and

the provision of Section 73 and 76 or any other relevant provision of the Companies Act, 2013, and the rules framed there under are not applicable to the company.

vi) Cost records

According to information and explanation given to us, the company is not required to maintain cost records as per sub section (1) of section 148 of the Act, hence no comment is required on the same.

vii) Statutory Dues

a) Undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, Goods and Services tax, cess and other statutory dues applicable to it have generally been regularly deposited by the Company with the appropriate authorities.

b) According to the records of the Company, there are no dues of Sales tax or Service tax or Goods and Services tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.

viii) Repayment of Loans

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to debenture holders.

ix) Diversion of Funds

The company has neither borrowed any term loan nor raised money by way of public offer. Hence paragraph 3(ix) of the order is not applicable.

x) Frauds noticed / Detected

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material

fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.

xi) Managerial Remuneration

According to the information and explanations given to us and based on our examination of the records of the company, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

xii) Nidhi Company

The company is not a Nidhi Company as mentioned in section 406 of the Companies Act, 2013 and hence no comment is required on the same.

xiii) Related Party Transactions

According to the information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of the transactions have been disclosed in the Financial Statements as required by the accounting standards and The Companies Act, 2013.

xiv) Preferential allotment

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence no comment is required on the same.

xv) Non-cash transactions

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him and hence no comment is required on the same.

xvi) Certification for Non-Banking Financial Institution

The company is not a Non-Banking Financial Institution, hence registration under section 45-IA of the Reserve Bank of India Act, 1934 is not required.

For B N Subramanya & Co.,
Chartered Accountants
Firm Reg.No. 04142S

Devendra Nayak
Partner
Membership No.27449

Place: Bengaluru
Date: 23rd June, 2021

Annexure B to Auditors' report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. SMITHS & FOUNDERS (INDIA) LIMITED** ("the Company") as of March 31st, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial

controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India.

For B N Subramanya & Co.,
Chartered Accountants
Firm Reg.No.004142S

Devendra Nayak
Partner
Membership No.27449

Place: Bengaluru
Date: 23rd June, 2021

[FORMERLY SHIMOGA TECHNOLOGIES LIMITED]
CIN - L85110KA1990PLC011303
NO.505, 5TH FLOOR, BRIGADE RUBIX NO.20, HMT MAIN ROAD, BANGALORE 560013
BALANCE SHEET AS AT

Particulars	Note No.	31-Mar-21	31-Mar-20
ASSETS			
Non-current assets			
(a)Property, Plant and Equipment	2	5,75,94,001	6,10,54,441
(b)Capital work-in-progress		-	-
(c)Investment Property		-	-
(d)Goodwill		-	-
(e)Other Intangible assets	2	5,12,124	6,18,851
(f)Intangible assets under development		-	-
(g)Biological Assets other than bearer plants		-	-
(h)Financial Assets			
i.Investments		-	-
ii.Trade receivables		-	-
iii.Loans		-	-
iv.Others		-	-
(i)Deferred tax assets (net)	3	-	-
(j)Other non-current assets	4	22,20,853	23,31,793
Current assets			
(a)Inventories	5	1,87,29,521	1,68,41,488
(b)Financials Assets			
i.Investments		-	-
ii.Trade receivables	6	1,63,40,090	98,91,504
iii.Cash and Cash equivalents	7	87,328	85,717
iv.Bank balances other than (iii) above		-	-
v. Loans		-	-
vi.others		-	-
(c)Current Tax Assets(Net)	8	23,590	15,675
(d)Other current assets	9	16,92,410	14,08,361
Total Assets		**9,71,99,917**	**9,22,47,830**
EQUITY AND LIABILITIES			
Equity			
(a)Equity Share Capital	10	10,19,96,525	10,19,96,525
(b)Other Equity	11	(6,65,40,692)	(7,28,03,378)
Liabilities			
Non-current Liabilities			
(a)Financial Liabilities			
i.Borrowings	12	2,71,73,445	2,62,58,656
ii.Trade payables		-	-
iii.Other financial Liabilities		-	-
(b)Provisions	13	71,22,096	80,31,462
(c)Deffered tax Liabilties(Net)		-	-
(d)Other non-current liabilities		-	-
Current Liabilities			
(a)Financial Liabilities			
i.Borrowings	14	1,77,30,436	1,87,57,605
ii.Trade payables	15	10,74,371	20,01,612
iii.Other financial Liabilities	16	26,19,791	23,04,371
(b)Other current Liabilities	17	51,25,313	44,25,897
(c)Provisions	18	8,98,632	12,75,080
(d)Current Tax Liabilities(Net)		-	-
Total Equity and Liabilities		**9,71,99,917**	**9,22,47,830**

Significant accounting policies 1
Notes to accounts

The notes referred to above form an integral part of the financial statements.
This is the Balance Sheet referred to in our report of even date.

For B.N. Subramanya & Co.
Chartered Accountants
FRN: 004142S

For and on behalf of the Board of Directors

Devendra Nayak
Partner
M.No: 027449

Suresh Shastry
Managing Director
DIN: 1099554

Supriya Shastry
Whole Time Director
DIN : 1327762

Roopashree Shettigar
Company Secretary
M.No. A 52321

Sadaanand S Zutti
Chief Financial Officer
PAN AAACPZ8476F

Place: Bangalore
Date: 23rd June, 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

Particulars	Note No.	31-Mar-21	31-Mar-20
REVENUE			
Revenue from Operations	19	8,81,96,949	8,08,40,091
Other income	20	43,88,314	2,65,994
Total Revenue		**9,25,85,263**	**8,11,06,085**
EXPENSES			
Cost of materials consumed	21	3,35,72,837	3,29,07,642
Changes in inventory of work-in-progress & Finished Goods	22	23,76,295	37,20,249
Employee benefits expense	23	2,35,93,468	2,67,02,607
Finance costs	24	41,77,486	38,61,770
Depreciation and amortisation expense	25	24,74,704	32,49,223
Direct expenses	26	1,38,96,625	1,48,87,985
Administration expenses	27	52,23,696	60,50,377
Selling and distribution expenses	28	4,54,409	3,64,559
Total Expenses		**8,57,69,521**	**9,17,44,412**
Profit/(Loss) before exceptional & extraordinary items & tax		**68,15,743**	**(1,06,38,327)**
Exceptional items		**-**	**-**
Profit/(Loss) before extraordinary items & tax		**68,15,743**	**(1,06,38,327)**
Extraordinary items		**-**	**-**
Profit/(Loss) before tax		**68,15,743**	**(1,06,38,327)**
Less: Tax expenses			
Current tax		**-**	-
Deferred tax		**-**	-
Profit/(loss) for the period before other comprehensive Income		**68,15,743**	**(1,06,38,327)**
Other Comprehensive Income, Net off Income Tax			
A.Items that will not be reclassified to Profit & Loss		**-**	-
`- Actuarial Gain/ Loss		2,23,206	1,19,441
B.Items that will be reclassified to Profit & Loss		**-**	-
Total Comprehensive Income for the period		**2,23,206**	**1,19,441**
Profit/(Loss) for the period		**70,38,949**	**(1,05,18,886)**
Earnings per equity share (for continuing operation)			
Weighted average no. of equity shares		10,19,96,525	10,19,96,525
Basic (in Rs.)		0.0690	(0.1031)
Diluted (in Rs.)		-	-

Significant accounting policies 1
Notes to accounts

The notes referred to above form an integral part of the financial statements.

This is the Statement of Profit & Loss referred to in our report of even date.

For B.N. Subramanya & Co.
Chartered Accountants
FRN: 004142S

Devendra Nayak
Partner
M.No: 027449

Place: Bangalore
Date: 23rd June, 2021

For and on behalf of the Board of Directors

Suresh Shastry
Managing Director
DIN: 1099554

Supriya Shastry
Whole Time Director
DIN : 1327762

Roopashree Shettigar
Company Secretary
M.No. A52321

Sadaanand S Zutti
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED

	Particulars	3/31/2021		3/31/2020	
A	**Cash flows from operating activities**				
	Net Profit Before Taxation and Extraordinary item	6,815,743		(10,638,327)	
	Adjustments for:				
	Depreciation	2,474,704		3,249,223	
	Financial expenses (Considered under Financial Activities)	4,177,486		3,861,770	
	Interest Income (Considered under Investment Activities)	(115,973)		(90,699)	
	Actuarial Gain/ Loss	223,206		119,441	
	Profit/Loss on sale of Fixed asset (Net)	(4,116,294)		(12,254)	
	Operating Profit Before Working Capital Changes		9,458,871		(3,510,845)
	(Increase)/ Decrease in Current Assets, Loans & Advances	(8,628,583)		(310,549)	
	Increase/(Decrease) in Current Liabilities	(1,198,220)		(214,616)	
	Working Capital changes		(9,826,802)		(525,166)
	Cash Generated from operations		(367,931)		(4,036,011)
	Income Tax (including Fringe Benefit Tax)		-		-
	Cash Flow Before Extraordinary Item		(367,931)		(4,036,011)
	Extra-ordinary items		-		-
	Net cash from operating activities		(367,931)		(4,036,011)
B	**Cash flows from Investment activities**				
	Additions to Fixed Assets	(467,505)		(1,512,812)	
	Sale of Fixed Asset	4,900,000		41,072	
	Interest received			-	
	Increase / (Decrease) in Long term Loans & Advances	110,939		(247,369)	
	Interest Income	115,973		90,699	
	Net cash from Investing activities		4,659,407		(1,628,410)
C	**Cash flows from financing activities**				
	Repayment of Loans, Deposits & Overdraft				
	Acceptance of Loans	914,789		9,873,853	
	Financial Cost	(4,177,486)		(3,861,770)	
	Net cash from Financing activities		**(3,262,697)**		6,012,084
	Net Increase / Decrease in cash and cash equivalents		**1,028,779**		347,662
	Cash and cash equivalents at beginning of period		(18,671,889)		(19,019,550)
	Cash and cash equivalents at end of period		**(17,643,109)**		**(18,671,889)**

Notes to the cash flow statement:

1 Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 7 : "Cash Flow Statements" as specified in Section 133 of the Companies Act, 2013

2 Component of Cash and Cash Equivalents as per Ind AS is as under:

Particulars	31.03.2021	31.03.2020
Cash in bank	11,119	20,500
Balances in bank		
Current accounts	76,209	65,217
Bank Overdraft		
Bank overdraft - 9267000600005101	(17,730,436)	(18,757,605)
Total	**(17,643,109)**	**(18,671,889)**

3 The previous year's figure have been recast, restated wherever necessary to confirm to the current presentation.

This is the Cash Flow Statement referred to in our Audit report of even date.

For B.N. Subramanya & Co.
Chartered Accountants
FRN: 004142S

For and on behalf of the Board of Directors

Devendra Nayak
Partner
Membership No. 027449

Suresh Shastry
Director
DIN:01099554

Supriya Shastry
Whole Time Director
DIN : 1327762

Roopashree Shettigar
Company Secretary
M.No. A 52321

Sadaanand S Zutti
Chief Financial Officer
PAN AAACPZ8476F

Place: Bangalore
Date: 23rd June, 2021

Smiths & Founders (India) Limited

Notes to the Financial Statements for the year ended 31st March 2021

Note 1

SIGNIFICANT ACCOUNTING POLICIES

1. Note on Business

The Company was originally established as a small enterprise by the members of Shastry Family of Shimogga in the year 1982. It was further reconstituted into a company on 22nd October, 1990, with an objective of manufacturing forgings and machined components used in automobile, agriculture, mining, material handling, power transmission, hydraulic and general engineering industries.

2. Basis of preparation of Financial Statements

The Accompanying financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention and on accrual basis, applicable provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3. Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

4. Estimation of Uncertainties relating to the global health pandemic from Covid-19

The Company has considered the possible effects that may result from the pandemic relating to Covid-19 in the preparation of its financial statements, including the recoverability of carrying amounts of receivables, intangible assets etc. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts.

5. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and when it is probable that the collection is certain. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from sale of services is recognised by reference to the stage of completion. Stage of completion is measured by reference to proportion of cost incurred till date to the total estimated contract cost.
The Company has considered the impact of Covid-19 on its revenue and accordingly, there are no uncertainties in collection during the year. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

6. Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any.

Expenditure which are of a Capital nature are Capitalized at cost, which comprises purchase price (net of rebates and discounts), duties, levies and any directly attributable cost of bringing the assets to its working condition for the intended use.
Assets in the course of construction are capitalized in the assets under capital work in progress account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment.
Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

7. Other Intangible Assets

Intangible assets are stated at cost less accumulated amortization and accumulated impairment loss, if any.
Certain computer software costs are capitalized and recognised as intangible assets based on materiality, accounting prudence and significant benefits expected to flow therefrom for a period longer than one year.

8. Depreciation and Amortisation

(i) Up to 31st March, 2014, depreciation is provided from the date the assets have been installed and put to use, on Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956.

(ii) With effect from 1st April, 2014, depreciation on assets carried at historical cost is provided on Straight Line Method based on useful life as under:

Category of the Asset	No of useful life in years
Factory Building	30
Office Building	60
Wells	5
Plant and Machinery	15
Electrical Installations	10
Furniture and Fixtures	10
Office Equipment	5
Computer and Accessories	3
Vehicles	8
Software	6

(iii) The carrying value of the assets as on April 1st, 2014, is depreciated over the remaining useful life of the asset determined based on useful life mentioned in clause (b) supra.

(iv) Where the useful life of the asset is NIL as on 1st April, 2014, the carrying value as on 1st April, 2014, has been added to the opening balance of deficit in the Statement of Profit and Loss in accordance with Schedule II of the Companies Act, 2013.

9. Foreign Currency Transactions:

Transactions in Foreign currencies are generally recorded at the exchange rate prevailing at the time of receipt / payment of money by the Company. Current Assets and Liabilities in foreign currencies are translated at the exchange rate prevailing at the Balance Sheet date. Any resulting loss/gain is charged/taken to the Profit & Loss Account.

10. Inventories:

Raw materials and consumables are valued at landed cost which includes freight.

In case of valuation of work-in-process, cost of materials as well as conversion cost is taken into consideration. Cost is determined using FIFO (first-in-first-out) method.

Finished goods are valued based on retail method as per Ind AS 2, where a percentage profit margin is reduced from the sale value to arrive at the cost.

11. Employee benefits:

a. Benefits in the form of provident fund whether in pursuance of law or otherwise which are defined contributions is accounted on accrual basis and charged to Statement of profit and loss.

b. The company has formed employee superannuation trust to provide the benefit of superannuation to its employees.

c. Defined benefit plans
Payment of present liability of future payment of gratuity is being made to approved gratuity funds, which fully cover the same under cash accumulation policy of the Life Insurance Corporation of India. The employee's gratuity is a defined benefit funded plan. The present value of the obligation under such defined benefit plan is determined based on the actuarial valuation as at the date of Balance Sheet. The company has created a group gratuity trust for the same.

Provisions for the liability on account of leave encashment has been made based on the actuarial valuation as at the date of Balance Sheet. The company has availed a policy under LIC's employee's group leave encashment cum life assurance scheme.

12. Income tax and Deferred tax:

Income tax: Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with provisions of Income Tax Act,1961, and based on the expected outcome of assessments / appeals.
Deferred Tax: Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

a. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

b. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal

of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

a. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

b. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

13. Borrowing costs:

Interest on borrowings is recognised in the Statement of profit and loss, except interest incurred on borrowings, specifically raised for projects that is capitalised to the cost of the assets until such time as the asset is ready to put to use for its intended purpose, except where installation is extended beyond reasonable/normal time lines.

14. Provisions, Contingent Liabilities, Contingent Assets and Capital Commitments:

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

a. The company has a present obligation as a result of a past event,

b. A probable outflow of resources is expected to settle the obligation; and

c. The amount of obligation can be reliably estimated.

Contingent liability is disclosed in case of

d. Present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation,

e. Present obligation when no reliable estimate is possible; and

f. A possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent assets are not recognized.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

Capital Commitments:

g. The Company has no capital commitments during the year (Previous year NIL).

15. Earnings per share

The earnings considered in ascertaining the Company's earnings per share comprise of the net profit after tax for the year. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of shares, which would have been issued on conversion of dilutive potential equity shares, if any.

16. Impairment of assets

An Asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

17. Cash flow statement:

Cash flow statement has been prepared under the indirect method as set out in the Indian Accounting Standard 7: "Statement of Cash Flows" as specified in Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

SMITHS & FOUNDERS (INDIA) LIMITED
CIN - L85110KA1990PLC011303
Note 2 - Property, Plant and Equipment

Description	Life Span of Assets in Years	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2020	Additions	Deletions	As at 31.03.2021	As at 01.04.2020	Additions	Deletions	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
a) Tangible Assets											
Factory Building	30	10,136,768	-	569,192	9,567,576	6,071,348	284,233	541,079	5,814,502	3,753,074	4,065,420
Office Building	60	15.183.684	-		15.183.684	1.297.863	240.408	-	1.538.271	13.645.413	13.885.821
Wells	5	152,483	-		152,483	98,160	15,466	-	113,626	38,857	54.323
Land	-	28,194,000	-	1,217,000	26,977,000	-	-		-	26,977,000	28,194,000
Plant and Machinery	15	51,852,041	232,559	7,106,412	44,978,187	40,432,653	1,003,200	6,793,548	34,642,305	10,335,882	11,419,388
Electrical Installations	10	2,862,247	146,563	40,370	2,968,440	2,346,895	117,979	38,379	2,426,495	541,945	515.353
Furniture and Fixtures	10	1.691.201	-	-	1.691.201	808.762	145.504	-	954.266	736.935	882.439
Office Equipments	5	2,321,027	13,878	-	2,334,905	1,562,618	303,129	-	1,865,747	469,158	758,409
Computer and Accessories	3	367,300	62,456	-	429,756	270,298	81,276	-	351,574	78,182	97,002
Vehicles	8	3,505,567	-	-	3,505,567	2,323,281	164,732	-	2,488,013	1,017,554	1,182,286
Subtotal (a)		**116,266,318**	**455,455**	**8,932,974**	**107,788,799**	**55,211,877**	**2,355,927**	**7,373,006**	**50,194,798**	**57,594,001**	**61,054,441**
b) Intangible Assets											
Software	6	991,771	12,050	-	1,003,821	372,920	118,777	-	491,697	512,124	618,851
Subtotal (b)		**991,771**	**12,050**	-	**1,003,821**	**372,920**	**118,777**	-	**491,697**	**512,124**	**618,851**
Total (a+b)		**117,258,089**	**467,505**	**8,932,974**	**108,792,620**	**55,584,797**	**2,474,704**	**7,373,006**	**50,686,495**	**58,106,125**	**61,673,292**

2.1 The Management has reviewed the residual value and the useful life of the Property, Plant and Equipment. Accordingly, the Company has concluded that the impact of Covid-19 is not material based on these estimates and hence, no change in accounting estimate is required to be accounted as per Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

Note 4 - Other non-current assets

Particulars	31-Mar-21	31-Mar-20
Security Deposits		
(Unsecured, considered good)		
Deposits with Government Authorities	2,200,145	2,312,985
Other Deposits	20,708	18,808
Total	**2,220,853**	**2,331,793**

Note 5 - Inventories

Particulars	31-Mar-21	31-Mar-20
Raw material	9,866,533	5,219,664
(Valued at landed cost which includes freight)		
Consumables	5,697,947	6,080,488
(Valued at landed cost which includes freight)		
Work-in-Progress	3,165,041	4,059,622
(Valued at cost of material & conversion cost)		
Finished goods	-	1,481,714
(Valued at lower of cost or Net Realisable Value)		
Total	**18,729,521**	**16,841,488**

Note 6 - Current Trade Receivables

Particulars	31-Mar-21	31-Mar-20
(Unsecured, considered good)		
Trade Receivables	16,340,090	9,891,504
Total	**16,340,090**	**9,891,504**

Note 7 - Cash and Cash equivalents

Particulars	31-Mar-21	31-Mar-20
Cash on hand	11,119	20,500
Balances with Banks		
Current Accounts	76,209	65,217
Total	**87,328**	**85,717**

Note 8 -Current Tax Assets

Particulars	31-Mar-21	31-Mar-20
Income tax refund receivable	23,590	15,675
Total	**23,590**	**15,675**

Note 9 - Other Current Assets

Particulars	31-Mar-21	31-Mar-20
Advances to creditors other than capital advances	21,342	81,585
Advance to creditors towards supply of Electrical Furnace	250,000	-
TDS and TCS	23,419	32,891
Balances with Government Authorities	929,116	794,992
Prepaid Expenses	325,868	498,894
Other Claims Receivable	142,665	-
Total	**1,692,410**	**1,408,361**

Note 10 - Equity share capital

Particulars	31-Mar-21	31-Mar-20
Authorized Share Capital	102,500,000	102,500,000
Issued, Subscribed & Paid Up Share Capital (10,19,96,525 Equity Shares of Re.1/- each fully paid up)	101,996,525	101,996,525
Total	**101,996,525**	**101,996,525**

(a) Shares outstanding at beginning & end of the reporting period

Particulars	31-Mar-21	31-Mar-20
Shares outstanding at the beginning of the year	101,996,525	101,996,525
Shares Issued during the year	-	-
Capital Reduction during the year	-	-
Shares outstanding at the end of the year	**101,996,525**	**101,996,525**

(b) The Company has only one class of shares ("Equity Shares"), having a face value of Re. 1 each.

(c) Shares in company held by each shareholders holding > 5% shares specifying number of shares held

Name of Share Holders	31-Mar-21	31-Mar-20
Suresh Shastry	29,201,450	28,818,725
Supriya Shastry	18,633,125	18,633,125
Satish Shastry	17,024,000	17,024,000
Sachin Shastry	12,585,125	12,585,125
Umesh Shastry	7,445,700	7,445,700
Hema Satish	5,370,875	5,370,875
Total	**90,260,275**	**89,877,550**

(d) The Company has not allotted any fully paid up shares either by way of bonus shares or pursuant to contract(s), without payment being received in cash, during the period of five years immediately preceding the balance sheet date.

(e) No shares are reserved for issue under options or contracts/commitments for the sale of shares/disinvestment.

(f) There are no calls unpaid by directors or officers of the company.

SMITHS & FOUNDERS (INDIA) LIMITED
CIN - L85110KA1990PLC011303
NO.505,5TH FLOOR,BROGADE RUBIX NO.20,HMT MAIN ROAD BANGALORE 560 013
Note-11-Statement of Changes in Equity for the year ended 31st March, 2021

A)Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the period	Balance at the end of the reporting period
101,996,525	-	101,996,525

B)Other Equity

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	7,792,779	-102,072,999	-	-	-	21,476,842	-	-	-	(72,803,379)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	-	-	-	(776,262)	-	-	-	(776,262)
Profit for the year	-	-	-	-	-	7,038,949	-	-	-	-	-	-	-	7,038,949
Balance at the end of the reporting period	-	-	-	-	**7,792,779**	**(95,034,051)**	-	-	-	**20,700,580**	-	-	-	**(66,540,692)**

Note 12 - Non-current Borrowings

Particulars	31-Mar-21	31-Mar-20
Term Loans		
Secured		
A. Loans From ICICI Bank		
ICICI Bank - Term Loan 1 [Loan for Acquisition of Building at Brigade Rubix, Bangalore secured by way of Mortgage of title deeds, 9.7% interest, balance repayable in 16 Months.]	662,466	2,465,271
ICICI Bank - Term Loan 2 [Loan for Acquisition of Building at Brigade Rubix, Bangalore secured by way of Mortgage of title deeds, 9.25% interest, balance repayable in 78 Months.]	6,283,652	7,167,595
Karnataka Bank - Term Loan 3 [Loan for facilitating Working Capital Requirement, Bangalore, secured by way of Hypothecation of Stock, Raw Materials, Work in Progress and Finished Goods and Books Debts ; 8.74% Interest, balance repayable in 35 Months.]	2,644,655	-
Unsecured		
Directors Loan	17,582,672	16,625,790
Total	**27,173,445**	**26,258,656**

Note 13 - Non-current provisions

Particulars	31-Mar-21	31-Mar-20
Provision for super annuation	6,766,000	6,142,000
Gratuity payable	356,096	1,587,476
Compensated absences	-	301,986
Total	**7,122,096**	**8,031,462**

Note 14 - Current Borrowings

Particulars	31-Mar-21	31-Mar-20
Term Loans		
Unsecured		
Directors Loan	-	-
Bank overdraft - 9267000600005101 [Secured against book debts and stock]	17,730,436	18,757,605
Total	**17,730,436**	**18,757,605**

Note 15 - Current Trade Payables

Particulars	31-Mar-21	31-Mar-20
Dues to		
Micro and Small Enterprises	-	-
Trade Payables- Others	1,074,371	2,001,612
Total	**1,074,371**	**2,001,612**

Note 16 - Other Current Financial Liabilities

Particulars	31-Mar-21	31-Mar-20
Current maturities of long-term debt		
A. Loans From ICICI Bank		
ICICI Bank - Term Loan 1 [Loan for Acquisition of Building at Brigade Rubix, Bangalore secured by way of Mortgage of title deeds, 9.7% interest, balance repayable in 16 Months.]	1,769,579	1,595,111
ICICI Bank - Term Loan 2 [Loan for Acquisition of Building at Brigade Rubix, Bangalore secured by way of Mortgage of title deeds, 9.25% interest, balance repayable in 78 Months.]	850,212	709,260
Total	**2,619,791**	**2,304,371**

Note 17 - Other current Liabilities

Particulars	31-Mar-21	31-Mar-20
Advances received from Customers	56,589	4,080
Capital Advance	267,500	440,000
Directors Remuneration Payable	250,800	229,800
Statutory Dues Payable	979,591	708,019
Other Payables		
Salaries and bonus payable	1,927,617	1,710,542
Ex-gratia payable	29,731	27,397
LIC Contribution Payable	33,468	36,112
Power charges payable	1,047,496	703,734
Security deposit from customer	502,040	526,540
Other outstanding liabilities	30,480	39,673
Total	**5,125,313**	**4,425,897**

Note 18 -Current Provisions

Particulars	31-Mar-21	31-Mar-20
Gratuity payable	513,336	655,080
Compensated absences	385,296	620,000
Total	**898,632**	**1,275,080**

Note 19 - Revenue From Operations

Particulars	31-Mar-21	31-Mar-20
Sale of products	84,764,282	76,675,447
Less: Sales Return	608,498	222,279
	84,155,784	**76,453,168**
Sale of Services		
Labour Charges	188,600	553,535
	188,600	**553,535**
Other operating revenues		
Sale of scrap	3,852,565	3,833,388
	3,852,565	**3,833,388**
Total	**88,196,949**	**80,840,091**

Note 20 - Other Income

Particulars	31-Mar-21	31-Mar-20
Interest Income	115,973	90,699
Profit on sale of asset	4,116,294	12,254
Discount Received	310	900
Foreign exchange gain	-	28,552
Duty Draw Back	134,125	43,372
Sundry Balance Written Back	21,612	90,217
Total	**4,388,314**	**265,994**

Note 21 - Cost of materials consumed

Particulars	31-Mar-21	31-Mar-20
Raw-Material		
Opening Stock	5,219,664	2,833,821
Add: Purchases	35,806,358	32,268,840
Less: Closing Stock	9,866,533	5,219,664
	31,159,489	**29,882,997**
Consumables		
Opening Stock	6,080,488	4,534,084
Add: Purchases	2,030,807	4,571,049
Less: Closing Stock	5,697,947	6,080,488
	2,413,348	**3,024,645**
Total	**33,572,837**	**32,907,642**

Note 22 - Changes in inventory of work-in-progress & Finished Goods

Particulars	31-Mar-21	31-Mar-20
Work-in Progress		
Opening Stock	4,059,622	5,639,053
Less : Closing Stock	3,165,041	4,059,622
	894,581	**1,579,431**
Finished Goods		
Opening Stock	1,481,714	3,622,532
Less : Closing Stock	-	1,481,714
	1,481,714	**2,140,818**
Total	**2,376,295**	**3,720,249**

Note 23 - Employee Benefits Expense

Particulars	31-Mar-21	31-Mar-20
Salaries & Wages	15,018,464	16,874,457
Gratuity & Leave Salary	516,062	696,904
Bonus	383,504	429,623
PF, ESI and other Labour welfare funds	2,013,716	2,335,038
Staff Welfare	665,208	779,057
Employee Training Expenses	-	1,100
Ex-gratia	20,988	18,656
Production incentive	1,283,077	1,111,876
Directors Remuneration and Perquisites	3,692,449	4,533,345
Total	**23,593,468**	**26,780,057**

Note 24 - Finance Costs

Particulars	31-Mar-21	31-Mar-20
Interest on Loans	2,568,988	2,164,079
Interest on OD	1,608,498	1,697,691
Total	**4,177,486**	**3,861,770**

Note 25 - Depreciation And Amortisation Expense

Particulars	31-Mar-21	31-Mar-20
Tangible Asset	2,355,927	3,116,841
Intangible Asset	118,777	132,382
Total	**2,474,704**	**3,249,223**

Note 26 - Direct expenses

Particulars	31-Mar-21	31-Mar-20
Power charges	8,875,615	8,903,950
Labour charges	4,177,345	5,161,659
Material handling charges	94,570	80,317
Freight inward and transportation charges	745,795	740,860
Material Testing Charges	3,300	1,200
Total	**13,896,625**	**14,887,985**

Note 27 - Administration expenses

Particulars	31-Mar-21	31-Mar-20
Bank Charges	76,967	115,238
Membership & Subscription Charges	27,069	40,918
Audit Fee	242,500	257,500
Foreign Exchange Loss	3,432	-
Professional Fees	841,519	799,224
Postage & Courier Charges	17,669	29,195
Telephone & Internet Charges	117,942	138,029
Insurance	160,650	123,149
Repair & Maintenance - Building	199,687	786,669
Repair & Maintenance - Machinery	1,278,806	621,663
Repair & Maintenance - Others	396,561	492,252
Rates & Taxes	250,687	526,097
Others Admin Expenses	95,677	192,445
Statutory Interests	26,718	55
Donations	65,000	50,501
Travelling & Conveyance	58,306	205,478
Electricity & Water Charges	98,696	126,908
Printing and Stationery	53,483	86,083
Office Expenses	67,201	27,546
AGM Expenses	7,500	208,436
Security Charges	1,137,627	1,145,541
Total	**5,223,696**	**5,972,927**

Note 28 - Selling & Distribution expenses

Particulars	31-Mar-21	31-Mar-20
Business Promotion	54,272	11,700
Freight outward	400,137	352,859
Total	**454,409**	**364,559**

Other Notes to Accounts

29. The financial statements have been prepared in consonance with Schedule III, Division II to the Companies Act, 2013, to the extent possible, for presentation and previous year's figures have been accordingly regrouped wherever necessary to conform to the current year's classification.

30. Figures have been rounded off to the nearest rupee.

31. Expenditure in Foreign Currency: NIL

32. Earnings in foreign currency:

-F.O.B. Value of Exports Rs. 83.70 lakhs (Previous Period Rs. 35.60 lakhs)

33. Segment Reporting:

The Company is operating in Forgings & Castings which is treated as related products since both falls under automotive industry. The risk and rewards are not independent of each other. Therefore, the Company is operating in one segment and hence no disclosure as per Ind AS 108 – "Operating segments" is made.

The notes above form an integral part of the financial statements.
This is the notes to accounts referred to in our report of even date.

For B.N. Subramanya & Co.
Chartered Accountants
FRN: 004142S

For and on behalf of the Board of Directors

Devendra Nayak
Partner
M.No: 027449

Suresh Shastry
Managing Director
DIN: 1099554

Shailaja Suresh
Director
DIN: 01326440

Place: Bangalore
Date: 23rd June, 2021

Roopashree Shettigar
Company Secretary
M.No. A 52321

Sadaanand S Zutti
Chief Financial Officer
PAN: AAACPZ8476F

K N Nagesha Rao BCom, DSP, DEE. DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, I Stage, Grihalaxmi Colony, Basaveshwaranagar, Bangalore 560079
9845050333; 08023234353
nageshknn@gmail.com

Certificate of Non-Disqualification of Directors

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Smiths & Founders (India) Limited
No.505, 5th Floor,
Brigade Rubix No.20, HMT Main Road
Bengaluru-560013

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Smiths & Founders (India) Limited** having CIN L85110KA1990PLC011303 and having registered office at No.505, 5th Floor, Brigade Rubix No.20, HMT Main Road Bengaluru-560013 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company / its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Suresh Shastry, Managng Director	1099554	22/10/1990
2	Shailaja Suresh, Non-Executive Director	1326440	01/04/2019
3	Parthasarathy Vaidyanathan, Independent Director	6761878	27/01/2014
4	Sudhindra Narayan Kalghatgi, Independent Director	6994850	14/11/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the

future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Bengaluru
Date : 23rd August, 2021
UDIN No. F003000C000817761
Peer Review Unique ID No.I2014KR1122000

K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP 12861

Smiths & Founders (India) Limited

Regd.Office: No.505, 5th Floor, Brigade Rubix, No.20, HMT Main Road, Bangalore 560 013 Phone: 80-29724155, e-mail: smithsandfoundersindia.com, CIN: L85100KA1990PLC011303

Dear Shareholder(s)

As per the Companies Act, 2013 every Company is required to maintain its Register of Members in new format fully updated. In view of this new requirement, we request you to provide the details as sought below duly filled and signed to our Registrar and Share Transfer Agents:

Integrated Registry Management Services Private Limited

30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560003

Note: Shareholders holding shares in demat form are requested to update their details to their Depository Participant where they have opened their Demat Account.

Dear Sir/Madam,

I/We wish to furnish the following details for updating in the Company's Register of Members pursuant to Section 88 of the Companies Act, 2013 and Rule 3(1) of the Companies (Management & Administration) Rules, 2014.

Sl.No.	Particulars	Details
1	Folio Number	
2	Name of the Shareholder(s)	
3	Name of Joint Holders, if any	
4	Address/Registered Address (in case of body corporate)	
5	E-mail Id. (to which documents/notices can be served through electronic mode)	
6	CIN/Registration No. (in case of body corporate)	
7	Unique Identification No.	
8	Father's/Mother's/Spouse's Name	
9	Status	
10	Occupation	
11	PAN No.	
12	Nationality	
13	Whether you wish to receive Notices, Report and Accounts and other documents through electronic mode	

Place :

Date : (Signature of Shareholder/s)