



Smiths & Founders (India) Limited

SMFIL/ BSE/CG/EXEMPT/REG.15/0207/2019-20

Tuesday, July 02, 2019

**The Manager
Department of Corporate Relations
BSE Limited, P.J.Towers, 25th Floor,
Dalal Street,
Mumbai-400 001**

Dear Sir,

**SUB: AVAILING EXEMPTION FROM COMPLIANCE WITH CORPORATE
GOVERNANCE PROVISIONS, FOR THE ENTIRE FINANCIAL YEAR 2019-20**

Ref: Scrip Code: 513418

We reproduce Regulation 15 (2) of SEBI (LODR) 2015:

The provisions of as specified in regulations 17, 12[17A,] 18, 19, 20, 21,22, 23, 24, 13[24A,] 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) 2015 shall not apply, in respect of –

- the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.*

Please note that the paid up Equity Share Capital and Net Worth as per audited Balance Sheet as at 31st March 2019 of our company were Rs. 10,19,96,525 /- and Rs.1,82,35,191/- respectively. In view of the same the compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D, and E of Schedule V, of SEBI LODR (2015) shall not apply to our company.



In the light of above, please note that Corporate Governance requirements are not prima facie applicable, to our Company at all.

Please note that where the provisions of the regulations specified in this regulation become applicable to our entity at a later date, we shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to us.

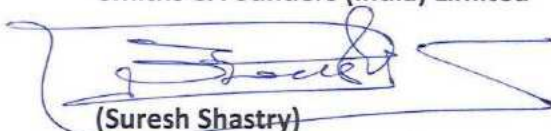
We enclose a Net worth Certificate of our Company, as at 31.03.2019, dated 24th June, 2019, obtained from our Auditor for your ready reference.

Please take on record the exemption from applicability of corporate governance provisions, to our Company, for the financial year 2019-20 & confirm.

Thank You.

Yours Truly,

Smiths & Founders (India) Limited



(Suresh Shastry)
Managing Director

Encl : As above





TO WHOMSOEVER IT MAY CONCERN

We, **B. N. SUBRAMANYA & CO., Chartered Accountants**, the Statutory Auditors of Smiths & Founders (India) Limited, the Company, having its Registered Office at No.505, 5th Floor, Brigade Rubix No.20, HMT main Road, Bangalore-560 013 have on the basis of the Audited Accounts for the year ended 31st March, 2019, books of accounts and other relevant records produced before us for verification, certify that the Net Worth of the Company for the year ended 31st March, 2019 is Rs.1,82,35,191 /-. The Detailed Calculation of Net Worth is as under:

Particulars	Amount in Rupees
Paid up Equity Share Capital	10,19,96,525
Add:-	
General Reserve	77,92,779
Less:-	
Deficit in Profit and Loss Account	(9,15,54,113)
Net Worth	1,82,35,191

For B.N.Subramanya & Co
Chartered Accountants
FRN No: 0041425

H.K.Mohan Kumar
Partner
M.No: 221799



Place: Bangalore
Date: 24th June, 2019
UDIN: 19221799AAAAAF9335