



Smiths & Founders (India) Limited

26TH Annual General Meeting held on 16th September, 2017

Declaration of results of remote e-Voting and Poll

As per the provisions of Companies Act, 2013 also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions moved proposed in the Notice of the 26th Annual General Meeting (AGM). The remote e-voting was open from 13th September, 2017 to 15th September, 2017.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where remote e-voting has been offered to the shareholders. Therefore, voting at the 26th Annual General Meeting was conducted by means of poll.

The Board of Directors had appointed Mr. Naveen K Shenoy, Practicing Company Secretary as Scrutinizer for remote e-voting and Poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto the close of working hours (5.00 p.m.) on 15th September, 2017 and poll received till the conclusion of the meeting and submitted his report on 16th September, 2017.

The Consolidated Results as per the Scrutinizers' Report dated 16th September, 2017 is as follows:

Particulars	% Votes in favour	% Votes Against
ORDINARY BUSINESS		
Resolution 1: Adoption of Audited Financial Statements for the year ended March 31, 2017.	99.9999	0.0001
Resolution 2: Appointment of Mr. Sathish Shastry as a Director, who retires by rotation and offers himself for re-appointment.	99.9999	0.0001
Resolution 3: Appointment of Mr. Umesh Shastry as a Director, who retires by rotation and offers himself for re-appointment.	99.9999	0.0001
Resolution 4: Ratification of appointment of M/s. B.N.Subramanya & Co., Chartered Accountants, as Auditors and fix their remuneration	99.9999	0.0001

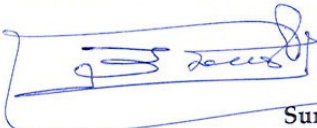


SPECIAL BUSINESS		
Resolution 5: Re-appointment of Mr. Sathish Shastry as Whole Time Director	99.9999	0.0001
Resolution 6: Re-appointment of Mr. Umesh Shastry as Whole Time Director	99.9999	0.0001
Resolution 7: Re-appointment of Mrs. Supriya Shastry as Whole Time Director	99.9999	0.0001
Resolution 8: Re-appointment of Mr. Suresh Shastry as Managing Director	99.9999	0.0001
Resolution 9: Alteration of Articles of Association of the Company in conformity with the Companies Act, 2013.	99.9999	0.0001

Based on the consolidated Report of the Scrutinizer, all the resolutions set out in the Notice of the 26th Annual General Meeting have been duly approved with requisite majority.

Date: 16th September, 2017

for Smiths & Founders (India) Limited


Suresh Shastry
Chairman



Naveen K Shenoy
Practicing Company Secretary

Flat No.407, Ashok Heights, No.11, 9th Cross, Srikanteshwar Nagar, Mahalakshmi Layout,
Bangalore 560 096. Phone: 080-23478660, Mobile: 9901070457, E-mail: shenoykn@hotmail.com

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

16th September, 2017

To,
The Chairman,
Smiths & Founders (India) Limited
Bangalore

26th Annual General Meeting of Equity Shareholders of **Smiths & Founders (India) Limited** held on Saturday, September 16, 2017 at 10.00 A.M. at MEWS Ladies Club, No.37, 17th Cross, Malleswaram, Bengaluru, Karnataka 560055.

Dear Sir,

I, Naveen K Shenoy, Practicing Company Secretary (Membership No: 10817, CP: 16588) was appointed as scrutinizer in connection with the 26th Annual General Meeting of the Members of **"Smiths & Founders (India) Limited"** held on Saturday, September 16, 2017 at 10.00 A.M at MEWS Ladies Club, No.37, 17th Cross, Malleswaram, Bengaluru, Karnataka 560055, in terms of provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed Companies are required to provide remote e-voting facility and ballot paper to their Members on all the resolutions to be passed at general meeting or through Poll. Since **"Smiths & Founders (India) Limited"** falls within the requirement as specified in the Companies Act, 2013 and the above mentioned SEBI Regulations, **"Smiths & Founders (India) Limited"** has provided e-voting and ballot voting facility to its members in respect of business to be transacted at the AGM. I hereby submit my combined report on the basis of poll conducted by me at the 26th Annual General Meeting and scrutinizer report for e-voting submitted by me to the Chairman as under:

1. The e-voting opened on 13th September, 2017 at 9.00 A.M and closed on 15th September, 2017 at 5.00 P.M.
2. The Shareholders holding shares as on the "Cut of date", i.e 8th September, 2017 were entitled to vote on the proposed Nine (9) resolutions.



3. The E-votes were unblocked on 16th September, 2017 at 11.15 A.M. in the presence of two witnesses, namely Mr. Mahesh, 46/2, Narasimha Towers", 2nd Floor, 4th Cross, Malleshwaram, Bangalore-560003 and Mr. Rajasekhar, 46/2, Narasimha Towers", 2nd Floor, 4th Cross, Malleshwaram, Bangalore-560003 who are not in employment of the Company.
4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "against", were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evotingindia.com>).
5. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means and physical ballot as follows:

ORDINARY BUSINESS:

(a) Item 1 - To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon – ORDINARY RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A



(b) Item 2 - To appoint a Director in place of Mr. Satish Shastry (DIN:01325359), who retires by rotation and being eligible offers himself for re-appointment – ORDINARY RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

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	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

(c) Item 3 - To appoint a Director in place of Mr. Umesh Shastry (DIN:01736554), who retires by rotation and being eligible offers himself for re-appointment – ORDINARY RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999



(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) Invalid Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

(d) Item 4 - To ratify the appointment of auditors and fix their remuneration – ORDINARY RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%



(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

SPECIAL BUSINESS:

(e) Item 5 – Re-appointment of Mr. Sathish Shastry as Whole Time Director – SPECIAL RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A



(f) Item 6 – Re-appointment of Mr. Umesh Shastry as Whole Time Director – SPECIAL RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

(g) Item 7 – Re-appointment of Mrs. Supriya Shastry as Whole Time Director – SPECIAL RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999



(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

(h) Item 8 – Re-appointment of Mr. Suresh Shastry as Managing Director – SPECIAL RESOLUTION

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%



(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A

(i) **Item 9 – To alter the Articles of Association of the Company in conformity with the Companies Act, 2013 – SPECIAL RESOLUTION**

(I) Voted in **favour** of the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	19	89261085	99.9970
Physical Ballot	36	2630	0.0029
Total	55	89263715	99.9999

(II) Voted **against** the resolution

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	1	55	0.0001%
Physical Ballot	0	0	0.0000%
Total	1	55	0.0001%

(III) **Invalid** Votes

	Number of Members present and voting(in person or by proxy or through E-voting)	No of votes cast by them	% of total number of valid votes
E-voting	0	0	N/A
Physical Ballot	0	0	N/A
Total	0	0	N/A



6. All relevant papers and records were sealed and handed over to the Director authorized by the Board for safe keeping

Thanking You,
Yours Faithfully,



Naveen K Shenoy
Practicing Company Secretary
Membership No: 10817, C.P.No.16588

Naveen K. Shenoy
Practicing Company Secretary
ACS No. 10817, CP No. 16588