



Smiths & Founders (India) Limited

SFIL/AGM/2024/BSE/Scrutinizer's Report/0110/2024-25
Tuesday, 1st October, 2024

The Manager –Listing
Bombay stock Exchange Limited
P J Towers, 25th Floor, Dalal Street
Mumbai – 400001

Dear Sir,

Sub: Voting Results and Report of Scrutinizer

Ref: Scrip Code: 513418

Please note that 33rd Annual General Meeting (AGM) of the Company was held through Video Conferencing (VC) on 30th September, 2024. In this context, please find enclosed the following documents.

- 1) Voting Results as per Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
- 2) Report of Scrutinizer, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 is attached.

Kindly take the same on your records.

Thanking you,

Yours sincerely,

For Smiths & Founders (India) Limited

Roopashree

Roopashree B Shettigar
Company Secretary & Compliance Officer
Encl: as above



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General information about company

Scrip code	513418
NSE Symbol	N.A
MSEI Symbol	N.A
ISIN	INE728B01032
Name of the company	MITHS & FOUNDERS (INDIA) LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:45 AM

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Scrutinizer Details

Name of the Scrutinizer	K N NAGESHA RAO
Firms Name	K N NAGESHA RAO
Qualification	CS
Membership Number	3000
Date of Board Meeting in which appointed	04-09-2024
Date of Issuance of Report to the company	30-09-2024

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Voting results	
Record date	23-09-2024
Total number of shareholders on record date	17657
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	42
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the year ended March 31, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		29259953	100.0000	29259953	0	100.0000	0.0000
	Poll	29259953	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	29259953	29259953	100.0000	29259953	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	6100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		59845311	82.2837	59845191	120	99.9998	0.0002
	Poll	72730472	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	72730472	59845311	82.2837	59845191	120	99.9998	0.0002
Total		101996525	89105264	87.3611	89105144	120	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Shailaja Suresh (DIN: 01326440) as a Director, who retires by rotation and being eligible, offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		29206953	99.8189	29206953	0	100.0000	0.0000
	Poll	29259953	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	29259953	29206953	99.8189	29206953	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	6100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		59845311	82.2837	59845191	120	99.9998	0.0002
	Poll	72730472	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	72730472	59845311	82.2837	59845191	120	99.9998	0.0002
Total		101996525	89052264	87.3091	89052144	120	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		29259953	100.0000	29259953	0	100.0000	0.0000
	Poll	29259953	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	29259953	29259953	100.0000	29259953	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	6100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		59845311	82.2837	59845191	120	99.9998	0.0002
	Poll	72730472	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	72730472	59845311	82.2837	59845191	120	99.9998	0.0002
Total		101996525	89105264	87.3611	89105144	120	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Related Party Transaction / Arrangements.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	29259953	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	29259953	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	6100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		12600161	17.3245	12599991	170	99.9987	0.0013
	Poll	72730472	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	72730472	12600161	17.3245	12599991	170	99.9987	0.0013
Total		101996525	12600161	12.3535	12599991	170	99.9987	0.0013
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sreeramaih (DIN: 07174481) as Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		29259953	100.0000	29259953	0	100.0000	0.0000
	Poll	29259953	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	29259953	29259953	100.0000	29259953	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	6100	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		59845311	82.2837	59845191	120	99.9998	0.0002
	Poll	72730472	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	72730472	59845311	82.2837	59845191	120	99.9998	0.0002
Total		101996525	89105264	87.3611	89105144	120	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Scrutinizer’s Report

Name of the Company	Smiths & Founders (India) Limited Formerly known as Shimoga Technologies Ltd, Shimoga Forge Ltd with CIN L85110KA1990PLC011303
Meeting	Thirtythird Annual General Meeting
Day, Date & Time	Monday, 30 th September, 2024 at 11.00 am.
Deemed Venue	Registered Office of the Company, No.505, 5th Floor, Brigade Rubix, No.20, HMT Main Road, Bengaluru 560 013
Mode	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

1. Appointment as Scrutinizer

1.1 I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 33rd Annual General Meeting (“AGM”) of Smiths & Founders (India) Limited with CIN L85110KA1990PLC011303 (hereinafter referred to as “the Company”) held on Monday, 30th September, 2024 at 11.00 am through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

1.2 My responsibility as a Scrutinizer is to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer’s report on the voting on the resolutions based on the reports generated from the electronic voting system. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 (Act) and the Rules made thereunder (Rules); (ii) the Circulars issued by the Ministry Corporate Affairs, Government of India (MCA); and (iii) the Listing Regulations in respect of the resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.



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2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA), applicable provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 advertisements were published in Business Standard (English) and ವಿಜಯವಾಣಿ (Vijayavani - Kannada), having electronic editions both on 6th September, 2024 specifying the date and time of the AGM, availability of the notice on Company’s website and website of Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM, etc. Pursuant to the MCA Circular dated 05/05/2020, the Company has also published Newspaper advertisement dated 6th September, 2024, informing the date of AGM and the fact that the AGM will be conducted through VC/OAVM.

2.2 The Company hosted the notice of AGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to the Stock Exchanges on 4th September, 2024.

2.3 On the basis of the Register of Members and the list of Beneficial Owners made available by Integrated Registry Management Services Private Limited the Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories, namely National Securities Depository Limited (NSDL), and Central Depository Securities Limited (CDSL), the Company sent e-mails on 6th September, 2024 to all 12,395 shareholders who provided mail IDs.

3. Cut-off date

Voting rights were reckoned as on 23rd September, 2024, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.



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4. Remote e-voting process

4.1 Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

4.2 Remote e-voting period

Remote e-voting platform was open from **9:00 a.m. (IST) on Friday, 27th September, 2024 till 5:00 p.m. (IST) Sunday, 29th September, 2024** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on closure of the e-voting platform provided by CDSL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 CDSL provided me the access to the e-voting website to download the e-voting report of the shareholder who had cast their votes through remote e-voting and e-voting during AGM.

6. Counting Process

6.1 On completion of e-voting during the AGM, I unblocked at 13:00 hours on 30th September, 2024 the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.



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7. Results

7.1 I observe that:

- a) 34 Members had cast their votes through remote e-voting.
- b) 1 member had cast his votes through e-voting at the AGM;

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 4th September 2024 are enclosed herewith.

7.3 Based on the aforesaid results, I report that **four Ordinary Resolutions** as set out in Item Nos. 1, 2, 3 and 4 and **one Special Resolution** as set out in Item No. 5 of the Notice of the AGM dated 4th September 2024 have been **passed with the requisite majority**.

Place: Bengaluru
Date: 30th September, 2024

UDIN Number : F003000F001389935
Peer Review Unique ID No. I2014KR1122000

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K N Nagesha Rao
Practising Company Secretary
FCS 3000 CP No.12861



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Consolidated Results

(to be read along with the Scrutinizer Report of even date)

Item No. 1: Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	34	8,91,05,144	99.99%
Dissent	1	120	0.01%
Total	35	8,91,05,264	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 4th September 2024 has been **passed with requisite majority**.

Item No. 2: Appointment of Mrs. Shailaja Suresh (DIN: : 01326440) as a Director, who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	33	8,90,52,144	99.99%
Dissent	1	120	0.01%
Total	34	8,90,52,264	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 4th September 2024 has been **passed with requisite majority**.



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Item No. 3: Appointment of Statutory Auditors

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	34	8,91,05,144	99.99%
Dissent	1	120	0.01%
Total	35	8,91,05,264	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 4th September 2024 has been **passed with requisite majority**.

Item No. 4: Related Party Transaction/Arrangements

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	27	1,25,99,991	99.99%
Dissent	2	170	0.01%
Total	29	1,26,00,161	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 4th September 2024 has been **passed with requisite majority**.



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**Item No. 5: Appointment of Sri N Seeramaiah (DIN: 07174481),
as an Independent Director.**

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	34	8,91,05,144	99.99%
Dissent	1	120	0.01%
Total	35	8,91,05,264	100.00%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 4th September 2024 has been **passed with requisite majority**.

Place: Bengaluru
Date: 30th September, 2024

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Peer Review Unique ID No.I2014KR1122000

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FCS 3000 CP No.12861