



Smiths & Founders (India) Limited

SFIL/AGM/2025/BSE/Scrutinizer's Report/3009/2025-26
Tuesday, 30th September, 2025

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 34th Annual General Meeting (AGM) of the Company was held through Video Conferencing (VC) on 29th September, 2025. 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

BHOJA SHETTIGAR

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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)	29-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

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BHOJA SHETTIGAR
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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	01-09-2025
Date of Issuance of Report to the company	29-09-2025

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Voting results	
Record date	22-09-2025
Total number of shareholders on record date	18078
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	44
No. of resolution passed in the meeting	4
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, 2025.				
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	29259953	100.0000	29259953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29259953	29259953	100.0000	29259953	0	100.0000	0.0000
Public-Institutions	E-Voting	6100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
Total		101996525	90284208	88.5169	90284108	100	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	29259953	29206953	99.8189	29206953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29259953	29206953	99.8189	29206953	0	100.0000	0.0000
Public- Institutions	E-Voting	6100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
Total		101996525	90231208	88.4650	90231108	100	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

Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Arkalgud Suryanarayana Sundar (DIN: 10978998) 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	29259953	100.0000	29259953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29259953	29259953	100.0000	29259953	0	100.0000	0.0000
Public-Institutions	E-Voting	6100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
Total		101996525	90284208	88.5169	90284108	100	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

Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Secretarial Auditor of the Company.				
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	29259953	100.0000	29259953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29259953	29259953	100.0000	29259953	0	100.0000	0.0000
Public-Institutions	E-Voting	6100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	72730472	61024255	83.9047	61024155	100	99.9998	0.0002
Total		101996525	90284208	88.5169	90284108	100	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



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

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

Scrutinizer's Report

Name of the Company	Smiths & Founders (India) Limited Formerly known as Shimoga Technologies Ltd, Shimoga Forge Ltd with CIN L85110KA1990PLC011303
Meeting	Thirtyfourth Annual General Meeting
Day, Date & Time	Monday, 29 th September, 2025 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 34th Annual General Meeting (“AGM”) of Smiths & Founders (India) Limited with CIN L85110KA1990PLC011303 (hereinafter referred to as “the Company”) held on Monday, 29th September, 2025 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.



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

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. 09/2024 dated September 19, 2024 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 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 advertisements were published in Business Standard (English) and ಕನ್ನಡ ಪ್ರಭ (Kannada Prabha), having electronic editions both on 1st September, 2025 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 1st September, 2025, informing the date of AGM, the fact that the AGM will be conducted through VC/OAVM and such other information required to be provided in the said MCA Circular of 5th May 2020.

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 as well as intimated the same to the Stock Exchanges on 30th August, 2025.

2.3 The Company sent the Notice of the AGM in electronic mode on Monday, 1st September, 2025 to 12,919 Members whose names appeared in the Register of Members / List of Beneficial Owners as received from National Securities Depositories Limited and Central Depository Services (India) Limited as on Monday, 22nd September 2025 day and who have registered their email IDs with the Depositories/Registrar and Transfer Agent. A letter containing web-link for accessing the Notice of the AGM including the exact path and details for remote e-voting was sent to 5,172 members who did not register their email IDs with the Depositories/Registrar and Transfer Agent.



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

3. Cut-off date

Voting rights were reckoned as on 22nd September, 2025, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

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, 26th September, 2024 till 5:00 p.m. (IST) Sunday, 28th September, 2025** 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.

4.3. Valid e-Votes Considered

Invalid e-votes cast were ignored while counting the e-votes and consequently not considered for determining if each of the resolutions in the meeting was passed with requisite majority.

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



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

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 12:00 hours on 29th September, 2025 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.

7. Results

7.1 I observe that:

- a) 47 Members had cast their votes through remote e-voting.
- b) 03 member had cast their 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 30th August, 2025 are enclosed herewith.

7.3 Based on the aforesaid results, I report that **two Ordinary Resolutions** as set out in Items Nos. 1 and 2 and **two Special Resolution** as set out in Items Nos. 3 and 4 of the Notice of the AGM dated 30th August, 2025 have been **passed with the requisite majority**.

Place: Bengaluru

Date: 29th September, 2025

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K N Nagesha Rao

Practising Company Secretary

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Peer Review Certified :6688/2025
UDIN Number : F003000G001385645



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

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, 2025 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	49	9,02,84,108	99.9999%
Dissent	1	100	0.00001%
Total	50	9,02,84,208	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 30th August, 2025 has been **passed with requisite majority**.

Item No. 2: Appointment of Mrs. Shailaja Suresh (DIN: 01099554) 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	48	9,02,31,108	99.9999%
Dissent	1	100	0.00001%
Total	49	9,02,31,208	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 30th August, 2025 has been passed with requisite majority.



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

Item No. 3: Appointment of Mr. Arkalgud Suryanarayana Sundar as Independent Director

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	49	9,02,84,108	99.9999%
Dissent	1	100	0.00001%
Total	50	9,02,84,208	100.00%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 30th August, 2025 has been **passed with requisite majority**.

Item No. 4: appointment of Secretarial Auditor of the Company

Particulars	Total		Percent- age
	No. of shareholders	No. of Votes	
Assent	49	9,02,84,108	99.9999%
Dissent	1	100	0.00001%
Total	50	9,02,84,208	100.00%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 30th August, 2025 has been **passed with requisite majority**.

Place: Bengaluru
Date: 29th September, 2025

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K N Nagesha Rao

Practising Company Secretary

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