



Smiths & Founders (India) Limited

SFIL/COSEC/BSE/Q1/BM1/2025-26

Wednesday, 7th May, 2025

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

Dear Sir,

Sub: Audited financial results along with Statement of Assets and Liabilities and Cash Flow Statement for quarter and year ended 31.03.2025

Ref: Scrip Code No.513418

The Board of Directors of the Company at its meeting held today have inter-alia considered and approved the Audited Financial Results for the quarter and year ended 31.03.2025.

Please note that the results are appended, with the Statement of Assets & Liabilities, Cash Flow Statement, Report of Statutory Auditors and the declaration under Regulation 33(3)(d) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take this on your records.

Thank you,

Yours truly,

For Smiths & Founders (India) Limited

(Roopashree B Shettigar)

**Company Secretary & Compliance Officer
ICSI Membership No. A52321**



PART I (₹ In Lakhs)

Statement of Standalone Audited Financial Results for the quarter and year ended March 31, 2025

Sl. No.	Particulars	Quarter ended			Year Ended	
		31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024
		Audited	Unaudited	Audited	Audited	Audited
1	Income from operations					
	(a) Net sales/ income from operations	325.370	322.478	312.724	1321.550	1166.168
	(b) Other operating income	0.000	0.00	0.000	0.000	0.000
	(c) Other Income	0.470	1.623	2.217	7.432	10.601
	Total income (net)	325.840	324.101	314.941	1328.982	1176.769
2	Expenses					
	(a) Cost of materials consumed	139.793	142.18	133.411	561.142	524.582
	(b) Purchases of Stock-in-Trade	0.000	0.000	0.000	0.000	0.000
	(c) Changes in inventories of finished goods, work-in-progress and Stock in trade	13.209	4.753	0.547	68.332	26.394
	(c) Employee benefits expense	70.330	72.076	78.553	288.152	282.527
	(d) Finance Costs	1.222	2.834	6.851	12.884	25.554
	(e) Depreciation and amortisation expense	6.445	6.362	5.646	25.274	24.356
	(f) Other expenses					
	1. Direct Expenses	37.057	41.789	44.245	162.601	170.877
	2. Administration expenses	18.205	14.247	16.220	59.437	50.687
	3. Selling and distribution	2.331	2.476	2.404	9.641	8.371
	Total other expenses	57.593	58.512	62.869	231.679	229.935
	Total expenses	288.593	286.715	287.877	1187.463	1113.348
3	Profit / (Loss) before exceptional items (1+-2)	37.247	37.386	27.064	141.519	63.421
4	Exceptional items	0.000	0.000	0.000	0.000	0.000
5	Profit / (Loss), before extraordinary items (3+-4)	37.247	37.386	27.064	141.519	63.421
6	Extraordinary items	0.000	0.000	0.000	0.000	0.000
7	Profit / (Loss) before tax (5 +- 6)	37.247	37.386	27.064	141.519	63.421
8	Tax expenses	0.000	0.000	0.000	0.000	0.000
	Current Tax	0.000	0.000	0.000	13.899	0.000
	Prior year Tax	0.000	0.000	0.000	1.191	0.000
	Deferred Tax	0.000	0.000	0.000	21.739	0.000
	Total Tax expenses	0.000	0.000	0.000	36.829	0.000
	Net movement in regulatory deferral account balances related to Profit or loss and the related deferred tax movement	0.000	0.000	0.000	0.000	0.000
	Net Profit/(Loss) for the period from continuing operations	0.000	0.000	0.000	0.000	0.000
	Profit (Loss) from discontinued operations before Tax	0.000	0.000	0.000	0.000	0.000
	Tax expenses of discontinued operations	0.000	0.000	0.000	0.000	0.000
	Net Profit/(Loss) from discontinued operation after tax	0.000	0.000	0.000	0.000	0.000
	Share of profit (loss) of associates and joint ventures accounted for using equity method	0.000	0.000	0.000	0.000	0.000
9	Net Profit / (Loss) for the period (7 + 8)	37.247	37.386	27.064	104.690	63.421
10	Other Comprehensive Income Net Off Income Tax					
	(i) Items That will not be reclassified to Profit or Loss	0.000	0.000	0.000	0.000	0.000
	Actuarial Gain/Loss	0.000	0.000	0.000	-5.475	-0.986
11	Total Comprehensive Income Net Off Income Tax	0.000	0.000	0.000	-5.475	-0.986
	Total Profit or loss, attributable to owner of parent	0.000	0.000	0.000	0.000	0.000
	Total Profit or loss, attributable to non-controlling interest	0.000	0.000	0.000	0.000	0.000
	Total Comprehensive Income for the period attributable to owners of parent non-controlling interests	0.000	0.000	0.000	0.000	0.000
12	Paid-up equity share capital (Face value ₹ 1/-)	1019.965	1019.965	1019.965	1019.965	1019.965
13	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	0.000	0.000	0.000	0.000	0.000
14	Earnings per share before and after extra ordinary items (face value ₹ 1/- per share) (not annualised, for quarters):					
	a) Basic	0.037	0.037	0.027	0.097	0.062
	b) Diluted	0.037	0.037	0.027	0.097	0.062

Notes:

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on May 7, 2025
- The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the 3rd quarter of the current financial year.
- The Company does not have more than one reportable segment in line with the Accounting Standard (AS)17 'Segment Reporting' issued by the Institute of Chartered Accountants of India and hence segmental reporting is not required to be given.
- Previous period's figures have been regrouped / reclassified, wherever necessary.
- The results will be available on the Company's website www.smithsandfoundersindia.com and Stock Exchange website www.bseindia.com



Place: Bangalore
 Date : 07.05.2025

For and on behalf of the Board

[Signature]
Suresh Shastry
 Chairman & Managing Director

SMITHS & FOUNDERS (INDIA) LIMITED
CIN - L85110KA1990PLC011303

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2025

Particulars		31-Mar-25	31-Mar-24
A	Cash flows from operating activities		
	Net Profit Before Taxation and Extraordinary item	1,36,04,429	62,43,584
	Adjustments for:		
	Depreciation	25,27,443	24,35,583
	Financial expenses (Considered under Financial	12,88,375	25,55,394
	Non Cash expenditure	75,135	4,73,208
	Interest Income (Considered under Investment Activities)	(1,25,993)	(90,214)
	Actuarial Gain/ (Loss)	(5,47,539)	(98,563)
	Profit/Loss on sale of Fixed asset (Net)	-	(3,54,260)
	Operating Profit Before Working Capital Changes	1,68,21,849	1,11,64,732
	(Increase)/ Decrease in Current Assets, Loans &	79,44,504	(7,62,353)
	Increase/(Decrease) in Current Liabilities	(27,73,416)	13,01,004
	Working Capital changes	51,71,088	5,38,651
	Cash Generated from operations	2,19,92,937	1,17,03,383
	Income Tax (including Fringe Benefit Tax)	(16,22,272)	-
	Cash Flow Before Extraordinary Item	2,03,70,665	1,17,03,383
	Extra-ordinary items	-	-
	Net cash from operating activities	2,03,70,665	1,17,03,383
B	Cash flows from Investment activities		
	Additions to Fixed Assets	(25,60,134)	(39,59,526)
	Sale of Fixed Asset	-	9,31,000
	Increase / (Decrease) in Long term Loans & Advances	64,004	2,65,778
	Interest Income	1,25,993	90,214
	Net cash from Investing activities	(23,70,137)	(26,72,534)
C	Cash flows from financing activities		
	Repayment of Loans, Deposits & Overdraft	(1,66,23,512)	(83,69,654)
	Acceptance of Loans	-	17,01,807
	Financial Cost	(12,88,375)	(25,55,394)
	Net cash from Financing activities	(1,79,11,887)	(92,23,241)
	Net Increase / Decrease in cash and cash	88,641	(1,92,392)
	Cash and cash equivalents at beginning of period	1,89,955	3,82,346
	Cash and cash equivalents at end of period	2,78,596	1,89,955

For Smiths & Founders (India) Limited

Managing Director



	Statement of Assets and Liabilities	(Rs. Lakhs)
	Assets	
1	Non-current Assets	
	Property, Plants and Equipments	1884.967
	Capital Work-In Progress	0.000
	Investment Property	0.000
	Goodwill	0.000
	Other Intangible Assets	0.433
	Intangible Assets under development	0.000
	Biological assets other than bearer plants under development	0.000
	Investments accounted for using Equity Method	0.000
	Non-Current Financial Assets	
	Non-Current Investments	0.000
	Trade Receivables Non-Current	0.000
	Loans, Non-current	0.000
	Other Non-current Financial Assets	18.842
	Total Non-current Financial Assets	18.842
	Deferred Tax Assets (Net)	0.000
	Other non-current Assets	0.000
	Total Non-current Assets	1904.242
2	Current Assets	
	Inventories	136.795
	Current Financial Assets	
	Current Investments	0.000
	Trade receivables, Current	168.260
	Cash and Cash Equivalents	2.786
	Bank Balance other than cash and cash equivalents	0.000
	Loans, Current	0.000
	Other current Financial Assets	0.000
	Total Current Financial Assets	307.841
	Current Tax Assets (Net)	15.144
	Other current Assets	2.890
	Total Current Assets	325.875
3	Non-current assets classified as held for sale	0.000
4	Regulatory deferral account debit balances and related deferred account tax assets	0.000
	Total Assets	2230.117
	Equity and liabilities	
1	Equity	
	Equity attributable to owners of parent	

	Equity Share Capital	1019.965
	Other Equity	968.45
	Total Equity attributable to owners of parent	1988.415
	Non Controlling Interest	0.000
	Total Equity	1988.415
2	Liabilities	
	Non-current Liabilities	
	Non-current Financial Liabilities	
	Borrowings, Non-current	0.000
	Trade payables, Non-current	0.000
	Other Non-current Financial Liabilities	0.000
	Total Non-Current Financial Liabilities	0.000
	Provisions, non-Current	116.136
	Deferred Tax Liabilities (Net)	21.739
	Deferred Government Grants, Non-Current	0.000
	Other Non-Current Liabilities	0.000
	Total Non-Current Liabilities	137.875
	Current Liabilities	
	Current financial liabilities	
	Borrowings, current	41.195
	Trade payables, current	5.230
	Other current financial liabilities	0.000
	Total current financial liabilities	46.425
	Other current liabilities	29.158
	Provisions, Current	28.244
	Current Tax liabilities (Net)	0.000
	Deferred Government Grants, Current	0.000
	Total Current Liabilities	103.827
	Liabilities directly associated with assets in disposal group classified as held for sale	0.000
3	Regulatory deferral account credit balances and related deferred tax liability	0.000
4	Total Liabilities	241.702
	Total Equity and Liabilities	2230.117

For Smiths & Founders (India) Limited

Managing Director





Smiths & Founders (India) Limited

SFIL/COSEC/BSE/Q1-BM1/2025-26

Wednesday, 7th May, 2025

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

Dear Sir,

Ref: Scrip Code No.513418

Sub: Declaration in terms of Regulation 33(3)(d) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

In terms of the provisions of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, we hereby declare and confirm that the statutory Auditors of the Company have given an Unmodified Opinion on the Annual Audited Financial Results of the Company for the Financial Year ended on 31st March, 2025.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Smiths & Founders (India) Limited

Roopashree B Shettigar
Company Secretary & Compliance Officer



INDEPENDENT AUDITORS' REPORT

To The Members of
Smiths & Founders (India) Limited,
Bengaluru

Report on the Audit of the Standalone financial statements

1. Opinion

We have audited the accompanying standalone financial statements of **Smiths and Founders (India) Limited**, ("the Company"), which comprises the Standalone Balance Sheet as at March 31, 2025, 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 material 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 March 31, 2025, and its Profit and Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

2. 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 on the Standalone Financial Statements.

3. Key audit matters

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



The key audit matter	How the matter was addressed in our audit
<p>Revenue is recognized when the performance obligation is satisfied at a point in time by the Company by transferring the underlying products to the customer.</p> <p>Revenue is measured based on transaction price, which is consideration, after deduction of discounts</p> <p>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 recognised to the extent that it is highly probable a significant</p> <p>There is also a risk of revenue being overstated due to fraud through booking fictitious sales resulting from pressure on the Company to achieve performance targets during the year as well as at the reporting period end.</p> <p>Accordingly, revenue recognition is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessing the Company's revenue recognition accounting policies for compliance with Ind AS; Testing the design, implementation and operating effectiveness of the Company's manual and automated (Information Technology - IT) controls on recording revenue. We also involved IT specialists for testing of IT general and application controls. Testing the controls around the timely and accurate recording of sales transactions. We also tested the Company's lead time assessment and quantification of any sales reversals for undelivered goods. In addition, we tested the terms and conditions set out in the sales contracts; Performing testing on selected statistical samples of revenue transactions recorded throughout the year and at the year end and checking delivery documents and customer purchase orders (as applicable); Assessing high risk manual journals posted to revenue to identify any unusual items. Assessing and testing the adequacy and completeness of the Company's disclosures in respect of revenue from operations.

4. Information other than the Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.



5. Management's Responsibilities 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, Profit/loss and Other Comprehensive Income, Changes in Equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements 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 based on these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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.
- 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 Act, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (a) planning the scope of our audit work and in evaluating the results of our work, and (b) to evaluate the effect of any identified misstatements in the financial statements.

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.

7. Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure – "A" a statement on the matters specified in Paragraph 3 and 4 of the Order to the extent applicable.
- II. 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 Ind AS specified under Section 133 of the Act.
 - e. on the basis of the written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act;



- f. with respect of adequacy of 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. In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- h. 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 shall 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; and
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
- iv.
 - a) the management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) the management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) based on such audit procedures that have been considered reasonable and appropriate in the circumstances nothing has come to our notice that has caused them to believe that the representations under sub-clause (iv a) and (iv b) above contain any material mis-statement;
- v. The company has not declared or paid any dividend during the year and



- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for changes at the database level in relation to accounting software. Further, for the period audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

Place: Bengaluru
Date: 07-May-2025
UDIN: 25210900 BMONNO5841

For **SNR & Company**
Chartered Accountants,
Firm Regn. No. 014401N


CA Ritesh Sharma
Partner

Membership No. 210900



ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT FY 2024-25

Referred to in paragraph 7(l) of our report of even date

1. a) The company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets.
- b) The company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed during such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company
- d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2025.
- e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. a) The inventories, have been physically verified by the management during the year. at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable and the coverage and procedure is appropriate.

In our opinion, the discrepancies noticed during such verification have been properly dealt with in the books of accounts.

b) the Company has not been sanctioned working capital limits in excess of INR five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Accordingly, clause 3(ii)(b) of the order is not applicable..

3. As informed to us, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act, therefore the question of receipts of principal amount and interest and recovery of overdue amounts thereof does not arise.

During the year the Company has not provided security, granted loan and advances in the nature of loan to companies, firms, Limited Liabilities Partnership or any other parties. Further, during the year the investments made and guarantees provided to companies are not prejudicial to the Company's interest

The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c), (d), (e) and (f) of the Order are not applicable to the Company

4. There are no loans, investments made and guarantees, or securities issued in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable.



5. The company has not accepted any deposits during the year and does not have any unclaimed deposits as at 31st March 2025 and therefore, the provisions of clause 3(v) of the Order is not applicable to the company.
6. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
7. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues applicable to it.

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of service tax, goods and service tax, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute. There is no undisputed overdue amounts payable for a period exceeding 6 months as at the end of financial year.
8. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
(c) On an overall examination of the financial statements, funds raised for long term were applied for purposes for which they were obtained.
(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
10. (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.



11. (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed with the Central Government.
12. The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a)(b)(c) of the Order are not applicable to the Company.
13. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. The Company has an internal audit system commensurate with the size and nature of its business.
15. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
16. The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
17. The Company has not incurred cash losses in the current and immediately preceding financial year
18. During the year, there is a change in statutory auditors due to resignation of auditors. The auditors have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
19. On the basis of the financial ratios disclosed in note 40 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due
20. In our opinion the Company does not satisfy the limits specified under section 135 of the Companies Act for applicability of CSR provisions and accordingly the said provisions do not apply to the Company. Hence, reporting under clause 3 (xx) of the Order is not applicable.

Place: Bengaluru
Date: 07-May-2025
UDIN: 25210900 BMONNO5841

For **SNR & Company**
Chartered Accountants,
Firm Regn. No. 014401N



CA Ritesh Sharma
Partner
Membership No. 210900



Smiths & Founders (India) Limited

ANNEXURE-"B" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 7(II)(f) of our report of even date

FY 2024-25

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Section 143(3) of the Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of **Smiths & Founders (India) Limited** ("the Company") as of 31st March 2025 in conjunction with our audit of standalone financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the company 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting, issued by the Institute of Chartered Accountants of India ('ICAI'). 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 timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's 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") issued by the Institute the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 and 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 Standalone 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 controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting include 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 standalone 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 standalone financial statements.

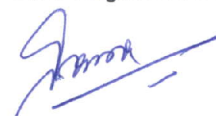
Inherent Limitations on Internal Financial Controls over Financial Reporting

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 controls 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, to the best of our information and according to the explanations given to us, 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 31st March 2025, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting, issued by the ICAI.

For **SNR & Company**
Chartered Accountants,
Firm Regn. No. 014401N



CA Ritesh Sharma
Partner
Membership No. 210900



Place: Bengaluru
Date: 07-May-2025
UDIN: 25210900 BMONNO5841