

Date: May 28, 2026

Ref.OSIL/SEC/14/2026-27

To
The BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort Mumbai- 400 001

Ref: Orosil Smiths India Limited [ISIN: INE628B01034] [Scrip Code: 531626]

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2026 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Ma'am,

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the Annual Secretarial Compliance Report issued by M/s. Prachi Bansal and Associates, Practicing Company Secretaries, for the year ended March 31, 2026.

This is for your information and record.

Thanking you.

For and on behalf of
Orosil Smiths India Limited

Sakshi Bansal
Company Secretary & Compliance Officer



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
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Phone no-9899563128
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SECRETARIAL COMPLIANCE REPORT
OF
OROSIL SMITHS INDIA LIMITED
(CIN: L74110DL1994PLC059341)
(For the year ended March 31, 2026)

We have been engaged by Orosil Smiths India Limited (hereinafter referred to as 'the Company') whose equity shares are listed on BSE Limited (Script Code: 531626) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. This is neither an audit nor an expression of opinion.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



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This Report is solely for the intended purpose of compliance in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Prachi Bansal and Associates
Practicing Company Secretaries**



PRACHI Digitally signed by
PRACHI BANSAL
BANSAL Date: 2026.05.28
16:14:08 +05'30'

CS Prachi Bansal

M. No.: A43355, **CP No.:** 23670

UDIN: A043355H000521228

Place: Faridabad

Date: May 28, 2026



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I Prachi Bansal, Practising Company Secretary, have examined:

- a) all the documents and records made available to me and explanation provided by **Orosil Smiths India Limited** ("the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity i.e. <https://orosil.com>,
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2026** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable to the listed entity during the Review Period;**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the listed entity during the Review Period;**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. **Not Applicable to the listed entity during the Review Period;**



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- f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the listed entity during the Review Period;**
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable to the listed entity during the Review Period;** and
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client. **Not Applicable to the listed entity during the Review Period;**
- j) the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2014;

and circulars/ guidelines issued thereunder;

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr No.	Compliance Requirement (Regulations/ circulars/ guidelines)	Regulation / Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1	The listed entity shall give prior intimation to stock exchange about the meeting of the board of directors for specified purpose	Regulation 29	Company has given intimation of 1 working day instead of 2 working days in advance for the meeting held on August 14, 2025 to consider the financial results of the Company.	BSE Limited	BSE Limited	BSE Limited has levied the fine of Rs. 11,800 for delay in furnishing prior intimation about the meeting of the board of directors under Regulation 29 of SEBI (LODR) Regulations, 2015	Rs. 11800	Company has given intimation of 1 working day instead of 2 working days in advance for the meeting held on August 14, 2025 to consider the financial results of the Company.	The Company has paid fine as prescribed and delay in prior intimation was inadvertent and without any malafied intention. The Company has subsequently taken necessary steps to strengthen its internal compliance mechanism to ensure timely compliance and has made good the non-	NA



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									compliance by paying the prescribed fine.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations/ Remarks of the Practicing Company Secretary in the Previous reports (PCS)	Observations Made in the Secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<u>Adoption and timely updation of the policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed	Yes	



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	& timely updated as per the regulations/ circulars/ guidelines issued by SEBI.		-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	
4.	<p><u>Disqualification of Directors:</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	The Company has no material subsidiary as on March 31, 2026
6.	<p><u>Preservation of documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-



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8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified /rejected by the Audit committee, in case no prior approval has been obtained.</p>	Yes	-
9.	<p><u>Disclosures of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	The details are provided under separate paragraph herein (**)
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of</p>	Not Applicable	No such observations during the Review Period.



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	chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulations/circulars/guidelines note etc.	Yes	The details are provided under separate paragraph herein (**)

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Prachi Bansal and Associates
Practicing Company Secretaries**



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