



Notice

Orosil Smiths India Limited

CIN: L74899DL1994PLC059341
Registered Office: Hemkunt Chambers,
Flat No.620, 89, Nehru Place, New Delhi-110019
Website: www.orosil.com
Email: cs@orosil.com, P: 0120-4125476

NOTICE IS HEREBY GIVEN THAT THE 25th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF OROSIL SMITHS INDIA LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2019, AT 11.00 A.M AT YWCA OF DELHI, ASHOKA ROAD, NEW DELHI-110001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors' and Auditors' thereon.

2. RE- APPOINTMENT OF MRS. RITA NARULA ASA DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mrs. Rita Narula (DIN: 00006096), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. RE- APPOINTMENT OF MS. BHAVANA SAMPATH KUMAR (DIN:05260084) AS NON – EXECUTIVE INDEPENDENT DIRECTOR to hold office for a term of 5 consecutive years

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) and /or re-enactment(s) thereof for the time being in force), and based on the recommendation and approval of Nomination and Remuneration Committee and Board of Directors of the Company respectively, MS. BHAVANA SAMPATH KUMAR, Independent director of the company, who hold office upto the conclusion of this Annual General Meeting (“AGM”) and who is eligible for re-appointment as an Independent Director and who has submitted declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations be and is hereby

reappointed as Independent Director of the Company for a second term of 5 consecutive years i.e. commencing from the conclusion of this AGM till the conclusion of AGM to be held in the year 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds, matters and things, as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

4. ALTERATION OF MAIN OBJECT CLAUSE

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Section 4,13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, including any Statutory modification or re-enactment thereof for the time being in force and subject to the necessary approval(s) required under all other applicable laws and regulations, if any, consent of the Members be and is hereby accorded to amend/alter the Memorandum of Association(MOA) of the Company.

RESOLVED FURTHER THAT the heading of the existing clause III(A), “**THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**” be and is hereby substituted with the heading “**The objects to be pursued by the Company on its incorporation are:**”

RESOLVED FURTHER THAT the existing Clause III (A) 1. of the Memorandum of Association of the Company be and is hereby substituted with the following new clause which would include the existing objects of the Company along with some new diversified insertions:

III(A) 1. The objects to be pursued by the Company on its incorporation are:

- (i) *To carry on the business of Manufacturing, Fabrication/Job work, Sale, Purchase, Stockists, Distributors, Agents, Traders/Dealers of all kinds of Silver, Silver Ornaments/Utensils and all other kinds/items of Silver and allied business.***
- (ii) *To carry on the Business of manufacturers, designers, developers, assemblers, distributors, traders, dealers, importers, exporters, wholesalers, retailers, buyers, sellers, online traders of all kinds of fashionable cloth accessories, readymade garments, apparels and other similar material; as licensees or franchise of Garments, in or outside India and also as importers and exporters of all kinds of yarns and textiles.***

RESOLVED FURTHER THAT the heading of the existing clause III(B), “**THE OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:**” be and is hereby substituted with the heading “**Matters which are necessary for furtherance of the objects specified in clause 3(A) are:**” and further altered after shifting sub clauses from Clause III (C) and inserting of new sub-clauses after the existing sub clause 27, is as under:

III (B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are:

- 28. Subject to the provisions of Gold Control Act, 1968, to carry on the businesses of goldsmiths, silversmiths, jewellers, ,gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and producing,**

acquiring, importing, exporting and trading in metals, bullion, gold ornaments, silver, silver utensils, diamonds, precious stones, paintings, coins, manuscripts, curios, antiques and objects of art.

29. To carry on net marketing, advertising through websites, promotional activities, channel establishments for its various products and services, providing secured payment processing, net commerce solutions for business to business, business to consumer.
30. To own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers for an item – clothing, jewellery, footwear, luggage's, hand bags, beauty products & all kinds of accessories related to fashion & lifestyle products.
31. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye and prepare for use all articles of wearing apparels and other linen and cotton and woollen goods and clothing and fabrics of all kinds.
32. To design, process, buy, sell and deal in all types of wearing apparels or readymade garments made of all kinds of cotton, linen, silk, wool, natural/artificial leather, artificial silk, rayon, nylon hemp, flax, rubber fibres, cellulosic fibres, metallic fibres, glass fibres, protein fibres, polyesters, synthetic polymers and other fibres, or fibrous substances and preparations, natural or otherwise and all things and material connected therewith.

RESOLVED FURTHER THAT Clause III (c), “**THE OTHER OBJECTS**” clause of the Memorandum of Association of the Company be and is hereby altered by deleting all the existing Clauses III (C) 1 to 69.

5.. TO CONSIDER AND APPROVE THE REVISION IN PAYMENT OF REMUNERATION TO MR. BHUSHAN KUMAR NARULA, MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013 (Act) and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, or any statutory modification(s) or re-enactment(s) thereof, read with Articles of Association of the Company and such other approvals as are necessary and Special Resolution passed by the Members in Annual General Meeting held on 28th September, 2015 for re-appointment, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Consent of the Members of the Company be and is hereby accorded for the revision in payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 to Mr. Bhushan Kumar Narula, Managing Director of the Company with effect from 1st July 2019 for his remaining tenure upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting,

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of the said Chairman & Managing Director within the overall limits as prescribed under the act and rules thereunder and to settle any question or difficulties in connection therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**By Order of the Board of Directors
For Orosil Smiths India Limited**

Date: 10th August, 2019

Place: New Delhi

**B.K. Narula
Managing Director
DIN: 00003629
Apartment No. 501, Tower-22,
Common Wealth Games
Village Delhi 110092**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
2. **THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED (DULY COMPETED, STAMPED AND SIGNED) AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form (Form No. MGT-11) is enclosed hereto.
3. Member(s)/Proxies/ Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed to attend the meeting, mentioning therein details of their DP ID and Client ID / Folio No., along with their copy of the Annual Report at the time of attending the Meeting. Please note that Annual Report copies shall not be available / distributed at the AGM Venue.
4. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed as hereto.
5. The route map showing directions to reach the venue of the Annual General Meeting is enclosed.
6. Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item No. 3, 4 and 5 of the Notice, is annexed hereto.
7. A brief resume of Ms. Bhavana Sampath Kumar, Director proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of Companies in which she holds the Directorship and Membership /Chairmanships of Board Committees, Shareholding and relationship between Directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulation) and other requisite information as per Secretarial Standard- 2 on General Meetings, are attached herewith.
8. The statement containing additional information as required in Schedule V of the Companies Act, 2013 in respect of Item No. 5 is attached as Annexure to the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the member at the AGM.
10. The Register of Contracts or Arrangements in which the directors are interested maintained under section 189 of Companies Act, 2013 will be available for inspection by the Members at the AGM.
11. **The Register of Members and Share Transfer Books of the Company shall remain closed from**

Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (“DPs”) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Skyline Financial Services Private Limited.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
14. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office and a copy of all documents referred will be available at Corporate Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the Annual General Meeting.
15. Notice of the Meeting and the Annual Report for FY 2018-19 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2018-19 are being sent in the permitted mode.
16. In furtherance of the Go Green Initiative of the Government, Members are requested to bring their copies of the Annual Report to the meeting. Members may also note that the Notice of the Meeting and the Annual Report for FY 2018-19 will also be available on company's website www.orosil.com for their download.
17. **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address with their Depository Participant or with Skyline Financial Services Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, for receiving all communication including Annual Report, Notices etc. from the Company electronically.**
18. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at A-89, Sector-2, Noida-201301 at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
19. In case of joint holders attending the Meeting, only such joint holder who is named first in the order of names will be entitled to vote.
20. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he /she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company, If any member holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed

manner and within the permitted time frame.

21. **SEBI has directed that securities of listed companies can be transferred only in dematerialized form w.e.f. December 05, 2018, in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form. Members can contact the Company or Skyline Financial Services (P) Ltd. for assistance in this regard.**
22. **Members holding shares in physical mode are required to submit their Permanent Account Number (PAN), bank account details, Email ID and Mobile / Telephone Number to the Company / Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.**
23. **Voting through electronic means**
 - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - (b) The Facility for voting, through Ballot Paper shall also be made available at the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.
 - (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (d) The remote e-voting period commences on Friday, 27th September, 2019 (9:00 am) and ends on Sunday, 29th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
24. **Instructions for e-voting are as under:**
 - I. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below:
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20th September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. The Company has appointed Ms. Kanchan Gupta (Membership No. ACS 45470), Practicing Company Secretary as Scrutinizer for conducting and scrutinize the voting and e-voting process in fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared along with the Scrutiniser's Report shall be placed on Company's website at www.orosil.com and on the website of NSDL immediately after the result is declared by the Chairman or a person authorized by him in writing and the same will be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3

Ms. Bhavana Sampath Kumar was appointed as Independent Director of the Company pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with SEBI listing Regulations, an Independent Director shall hold office for a term of upto 5 consecutive years on the board of a Company, and shall be eligible for re appointment.

The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee of Director after taking into account her knowledge, core skills and experience, it is proposed to reappoint Ms. Bhavana Sampath Kumar as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive Years on the Board of the Company commencing from the conclusion of this 25th AGM till conclusion of AGM to be held in the year 2024 by way of Special resolution. The Company has received a declaration from Ms. Bhavana Sampath Kumar confirming that she meets the criteria of independence under the Act and SEBI Listing Regulations. Further, the Company has also received her consent to act as a Director in terms of section 152 of the Act and a Declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Ms. Bhavana Sampath Kumar fulfills the conditions specified in the Act and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

The Resolution is in the interest of the Company and its Members and accordingly recommended for approval of the Members by means of a Special Resolution.

None of the Directors and Key Managerial personnel of the Company or their Relatives are concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Brief Profile of Ms. Bhavana Sampath Kumar forms part of this Notice. This explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS- 2) of ICSI.

Item No. 4

The Company is currently engaged in the business of manufacturing, designing & online Trading of silver and gold Jewellery. The management of the Company has been exploring new avenues of business which will generate additional revenue. With a view to augment the scope & net worth of its current business activities, it would be desirable for the Company to broaden its main objects; containing the existing objects and some new objects in line with the existing business along with the objects earlier taken up by the Company, as well as the matters which are necessary for the furtherance of the Main Objects of Memorandum of Association(MOA) of the Company within the ambit of its business activities as it would be in the best interest of the Company.

In order to align with the requirements of Companies Act, 2013, it is considered expedient to amend the existing MOA of the Company. In terms of Section 4(1)(c) of the Act, the MOA of the Company is to state the objects for which the Company is proposed to replace the existing headline of Clause III(A) & III(B) and delete Clause III(C) of the existing MOA of the Company.

Further it is proposed to move some Clauses of other Objects of the existing MOA, as relevant for the attainment of main objects of the Company, to the Clause III(B) of the revised MOA and also inserting new Clauses for attainment of new Main Object clause after sub Clause 27 of III(B) of MOA and renumbering and rephrasing the Clauses accordingly.

In terms of Section 13 and 110 and other applicable provisions of the Act and rules made thereunder, consent of the Members of the Company is proposed to be obtained for the alteration of MOA of the Company through postal ballot. However, w.e.f. 9th February 2018, a proviso is inserted which states ***that any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section.*** Accordingly, it will be taken up in the forthcoming Annual General Meeting of the Company.

The Resolution is in the interest of the Company and its Members and accordingly recommended for approval of the Members by means of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item no. 5

Mr. Bhushan Kumar Narula, aged 65 years, is presently designated as Managing Director of the Company. He has been affiliated with the Company as a member of the Board of Directors since 1st June, 1994 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. Mr. Bhushan Kumar narula was drawing a token remuneration of Rs. 1.00 (Rupee One) per month only. During the financial year 2018-19, 4 (Four) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Bhushan Kumar Narula. As on 31 March, 2019, he holds 70, 40,000 (17.04%) equity shares in the Company. Mr. Bhushan Kumar is Member of audit Committee of Directors and Nomination

and Remuneration Committee of Directors of the Company.

In terms of the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Articles of Association of the Company, revision in the remuneration of Mr. Bhushan Kumar Narula, Managing Director of the Company requires approval of the shareholders. Mr. Bhushan Kumar Narula was re-appointed as Managing Director for a period of five Years w.e.f. 1st April, 2015 approved by the Members at their AGM held on 28th September, 2015. Keeping in view Mr. Bhushan Kumar Narula's performance, the complexities of the responsibilities handled by him, industry remuneration benchmarks, the Board of Directors recommends the revised remuneration to Rs. 60,000 Per month and no other allowances as approved by the Nomination and Remuneration Committee.

Mr. Bhushan Kumar Narula is a Director and Chairman/Member of Committees of Board of the following other Companies:

S.No.	Name of the Company/Entity in which interested	Committees Chairmanship/ Membership
-	-	-

Mr. Bhushan Kumar Narula holds Directorship in the following Private Limited Companies:

S No.	Name of the Company/Entity in which interested
1.	Xtrems Retails Private Limited
2.	Sridhi Infra Private Limited

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013 IS ATTACHED AS ANNEXURE TO THE NOTICE.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 05 of the Notice.

Except Mr. Bhushan Kumar Narula , himself and his spouse Ms. Rita Narula, Whole time Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 05 of the notice.

**By Order of the Board of Directors
For Orosil Smiths India Limited**

**Date: 10th August, 2019
Place: New Delhi**

**B.K. Narula
Managing Director
DIN: 00003629
Apartment No. 501, Tower-22,
Common Wealth Games
Village Delhi 110092**

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING RE -APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Ms. RITA NARULA (WHOLE TIME DIRECTOR)

Brief Resume:	Ms. Rita Narula w/o of Mr. Bhushan Kumar Narula is a Jewelry Designer having a vast experience of 27 years in manufacturing and designing of jewelries and enriching of knowledge of gems and Stones. She is also involved in Divya Chaya Trust as a convener of school which is being run for last 10 years, and continuously contributing to the Company since incorporation
Date of Birth/ Age	16.07.1958 and 61 years
Date of first Appointment :	01.06.1994
Last Drawn Remuneration	Rs. 5.40 lakh p.a.
Directorship held in other listed companies	Nil
Membership/Chairmanship of Board Committee in other public companies	Nil
Nature of expertise in specific functional Area	Designing of Jewellery, Gems and Stones
Disclosure of relationship between directors inter-se	Ms. Rita Narula, Whole Time Director, is related to Mr. B.K. Narula, Managing Director of the Company, being her Husband and to Mr. Karan Suri, Non-Executive Director of the Company, being her son in law. Except above, she is not related with any other Director or Key Managerial Personnel of the Company.
Shareholding in the Company	62,56,735 shares

2. MS. BHAVANA SAMPATH KUMAR (NON -EXECUTIVE INDEPENDENT DIRECTOR)

Brief Resume:	Ms. Bhavana Sampath Kumar (Non-executive Independent Director) is a seasoned management professional with over 18 years of experience in a plethora of industries, including but not limited to IT/ITES, FMCG, FMCD, Healthcare, & Consulting.
Date of Birth/ Age	01.11.1979 and 39 Years
Date of first Appointment :	28.05.2012
Last Drawn Remuneration	NIL
Directorship held in other listed companies	Nil
Membership/Chairmanship of Board Committee in other public companies	Nil
Nature of expertise in specific functional Area	Vast knowledge of Marketing, Sales, Business Development and Customer Service.
Disclosure of relationship between directors inter -se	NIL
Shareholding in the Company	NIL

3. THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 5 OF THE NOTICE IS AS FOLLOWS:

I. General Information:

1. Nature of Industry: The Company is primarily engaged in the business of Manufacturing, fabrication, sale, purchase, traders/ Dealers of all kinds of Gold, Silver Ornaments/ Utensils and all other items of Gold, Silver and allied business.
2. Date or expected date of commencement of commercial production: The Company is in operation since 1994.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**

4. Financial performance based on given indicators:

(Rs. in Lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Income from Operations and other Income	159.05	375.66
Operating Profit/loss (before interest, depreciation and tax)	(21.52)	16.75
Profit/(Loss) before Tax*	(49.18)	(3.13)
Profit/(Loss) after Tax	(49.18)	(3.13)

* excludes exceptional items.

5. Foreign investments or collaborators, if any: The Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. Information about Mr. Bhushan Kumar Narula:

1. Background details: Mr. Bhushan Kumar Narula is associated with the Company since 1st June 1994. He was also a Chairman of Jewellery Design & Technology Institute. He has vast experience in Finance and jewellery designing.
2. Past remuneration: Mr B.K. Narula was receiving Re. 1/- as a monthly salary with no other allowance.
3. Recognition or Awards: No Award has been received during the recent past year.
4. Job Profile and his suitability: Mr. B. K. Narula as Chairman and Managing Director has been looking after the overall affairs and operations of the Company guiding the supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company. He has been instrumental in taking the Company to good brand in online business. The Company is considered as multi dimensional jewellery solutions Company. He has very good Knowledge of gold, silver, gems and stones.
5. Remuneration proposed: As stated in the Explanatory Statement at Item No.5 of this Notice.
6. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person: The remuneration as proposed of Mr. B.K. Narula is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. B.K. Narula does not have any pecuniary relationship with the Company. Mr. B.K. Narula is the husband of Ms. Rita

Narula, Whole Time Director of the Company. Mr. B.K. Narula belongs to the Promoter and Promoter Group. He is Managing Director and holds 17.04% in the share capital of the Company.

III. Other information:

1. Reasons of loss or inadequacy of profits: The Company is passing Resolution pursuant to the the sub-section (3) of Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013. Due to slowdown in economic growth and business environment, the Company has incurred losses during the financial year. The Board of Directors expects that there will be further improvement in overall performance in the coming years.
2. Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line. The company is looking for expansion of Business by adding new line along with the existing line of Business
3. Expected increase in productivity and profits in measurable terms: The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

1. Remuneration package of the managerial person: Fully described in the explanatory statement as stated above.
2. Disclosures with respect to Remuneration: The appointment and remuneration of Executive Directors including Managing Director and Whole time Director is governed by the recommendation of the Remuneration and Nomination Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Managing Director and Whole time Director comprises of salary and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Remuneration and Nomination Committee and recommended to the Board for approval thereof. The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. Presently, the Company does not have a stock options scheme for its Directors. The Remuneration and Nomination Policy is displayed on the Company's website viz. www.orosil.com.

OROSIL SMITHS INDIA LIMITED

CIN: L74899DL1994PLC059341

Registered office: Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi -110019

Tel: +91-120-2540571, Fax: +91-120-2540578, E-mail: info@orosil.com, W: www.orosil.com

PROXY FORM

(Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1994PLC059341
 Name of Company : OROSIL SMITHS INDIA LIMITED
 Registered Office : Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019
 Name of the member(s) :
 Registered Address :
 Folio No. / Client ID :
 DP ID :
 Email ID :

I/We, being the member(s) of Shares of the above named Company, hereby appoint:

1. Name : E-mail ID:
 Address :
 Signature :or failing him/her
2. Name : E-mail ID:
 Address :
 Signature :or failing him/her
3. Name : E-mail ID:
 Address :
 Signature :or failing him/her

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Monday, the 30th day of September, 2019 at 11 A.M. at YWCA of Delhi, Ashoka Road, New Delhi - 110001 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	Adoption of Audited Financial Statements of the Company for the Financial year ended 31 st March 2019 together with the Reports of the Board of Directors and Auditors thereon		
2.	Re- appointment of Ms. Rita Narula as a director liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.		
Special Business:			
3.	Reappointment of Ms. Bhavana Sampath Kumar as an Independent Director		
4.	Alteration of Main Object Clause		
5.	Revision in payment of remuneration of Mr. B.K. Narula, Managing Director of the Company.		

Signed on this..... day of2019.

Signature of Shareholder.....Signature of Proxy holder(s).....

Affix One Rupee Revenue Stamp
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Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

OROSIL SMITHS INDIA LIMITED

CIN: L74899DL1994PLC059341

Registered office: Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi -110019

Tel: +91-120-2540571, Fax: +91-120-2540578, E-mail: info@orosil.com, W: www.orosil.com

ATTENDANCE SLIP

25TH ANNUAL GENERAL MEETING ON MONDAY, 30TH SEPTEMBER, 2019 at 11 A.M.

Mr./Mrs./Miss.....

Address

Folio No. (Physical holding) DP ID (Demat holding).....Client ID.....

No. of Shares held

I/We certify that I am/we are registered Shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company on Monday, the 30th day of September, 2019 at 11 A.M. at YWCA of Delhi, Ashoka Road, New Delhi - 110001.

[Signature of Shareholders/Proxy(s)]

- Notes: 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2) Member's Signature should be in accordance with the specimen signature registered with the Company.
- 3) Please bring your copy of the Annual Report for reference at the Meeting.

Route Map from Patel Chowk Metro Station

