

# Orosil Smiths India Limited

CIN: L74110DL1994PLC059341

**Registered Office:** Flat No.906, 9<sup>th</sup> Floor, Arunachal Building,19, Barakhamba Road, New Delhi-110001

**Corporate Office:** A-89, Sector-2, Noida-201301, Uttar Pradesh

**Email ID :** info@orosil.com | | **Phone No. :** 011-44124585 | | **Website :** www.orosil.com

## NOTICE

### (PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that the **30th (Thirtieth) Annual General Meeting ("AGM")** of the members of **Orosil Smiths India Limited** will be held on **Tuesday, September 24, 2024 at 12:30 P.M. (IST)** at YWCA of Delhi 1, Ashoka Road, New Delhi - 110001 to transact the following business:

#### ORDINARY BUSINESS:

1. **Adoption of Annual Standalone Financial Statements for the year ended March 31, 2024**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon

2. **Re-appointment of Mr. Bhushan Kumar Narula (DIN:00003629), as Director, liable to retire by rotation**

To re-appoint Mr. Bhushan Kumar Narula (DIN:00003629), who retires by rotation and being eligible, offers himself for re-appointment as a Director

#### SPECIAL BUSINESS:

3. **To consider and approve the continuation of Mr. Bhushan Kumar Narula (DIN:00003629) as Chairman and Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"Resolved that** in continuation to Resolution No. 06 passed by the Board of Directors at their meeting held on September 03, 2022 and pursuant to Section 196(3) other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as applicable), (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required, approval of the Members be and is hereby granted for continuation of Mr. Bhushan Kumar Narula (DIN: 00003629), as the Chairman and Managing Director of the Company, who has attained the age of 70 years, upto the expiry of his present term of office i.e. till March 31, 2026 and hereby ratifies all acts done by Mr. Bhushan Kumar Narula in the capacity as the Chairman & Manager Director and his terms of continuation/ re-appointment are as follows:

1. Period of Appointment: till the remaining tenure till March 31, 2026

2. Annual Remuneration and other terms:

(a) Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): ₹ 9,60,000 p.a. (Rupees Nine Lakh Sixty Thousand only), payable on monthly basis, or as may be determined by the Board of Directors and/or Nomination and Remuneration Committee of Directors.

(b) Variable Pay (Performance Linked Incentive) to be paid as per PLVR Scheme of the Company or such sum as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company, from time to time.

(c) Retirement/Other benefits: Gratuity, provident fund, leave encashment, group personal accident insurance, mobile phone expenses, medical insurance and other benefits as per the applicable policies and rules of the Company.

(d) He shall also be entitled to such annual increment as may be determined by the Nomination and Remuneration Committee of the Company.

(e) He shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

- (f) He shall be liable to retire by rotation. However, retirement by rotation and re- appointment shall not be deemed to be a break in service.
- (g) There is no contract of service in writing with Mr. B K Narula. The terms set out in the resolution may be treated in compliance of Section 190 of the Companies Act, 2013;

**Resolved further that** Mr. Bhushan Kumar Narula shall continue as Chairman cum Managing Director of the Company;

**Resolved further that** any one of the Board of Directors of the Company and/or Company Secretary be and is hereby, jointly and/or severally, authorized to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc. with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution."

**Registered Office:**

**Flat No.906, 9<sup>th</sup> Floor, Arunachal Building  
19, Barakhamba Road, New Delhi-110001**

**Date: 24.08.2024**

**Place: Delhi**

**By Order of the Board of Directors  
FOR Orosil Smiths India Ltd.**

**Sd/-  
Sakshi Bansal  
Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE RECEIVED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY IN ORDER TO MAKE THE PROXIES EFFECTED.**

*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, carrying voting rights, as applicable. Members holding more than 10% of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other member. Proxy form and attendance slip are enclosed with the Notice. Members/ Proxies/ Authorized Representatives should bring their Attendance Slip duly filled in for attending the meeting.*

Proxy holder shall carry his valid identity proof (Aadhar Card/ Driving License/ Voter Card/ Passport/ PAN Card) in order to prove his identity.

2. The route map of the venue of the meeting is annexed at the end of this Notice.
3. Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at least three days in advance.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 3 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment and in respect of Continuation of MD on attaining the age of 70 years at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure A to this Notice.
7. In accordance with the MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Company shall send the physical copy of Integrated Annual Report FY 2023-24 to those Members who request the same at [cs@orosil.com](mailto:cs@orosil.com) or at [services@skylinerta.com](mailto:services@skylinerta.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 30th AGM along with the Integrated Annual Report FY 2023-24 will also be available on the website of the Company at [www.orosil.com](http://www.orosil.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. The Notice convening the AGM has been uploaded on the website of the Company at [www.orosil.com](http://www.orosil.com) and can also be accessed from the relevant section of the website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained

under Section 189 of the Act are available for at Registered Office of the Company during business hours on working days up to the date of the AGM.

10. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/ name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However, the Members holding shares in physical form, are requested to write to the Company Secretary at [cs@orosil.com](mailto:cs@orosil.com) or to Skyline Financial Services Private Limited at [services@skylinerta.com](mailto:services@skylinerta.com).
11. Members who have not registered their email addresses so far, are requested to register their email addresses for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically.
12. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with relevant rules thereunder and Regulations 36 and 44 of the SEBI (LODR) Regulations, 2015 along with relevant SEBI Circulars, as mentioned in point 7 above, Notice of the AGM will be sent by electronic mode only to the members whose email addresses are registered with the Company/ Depository Participants. Members who have not registered their email addresses so far, are requested to register their email addresses for receiving all communications including Notices of AGM from the Company electronically. The Notice of the AGM along with the Annual Report for the FY 2023-24 will also be available on the Company's website [www.orosil.com](http://www.orosil.com).
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in form SH-13 with the Company's Registrar & Share Transfer Agent, Skyline Financial Services Private Limited. In respect of shares held in electronic/ demat form, members may please contact their respective depository participants.
14. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of the name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the members are requested to kindly note that as per SEBI circular bearing no. SEBI/HO/MIRSSD\_RTAMB/PCIR/2021/655 dated 03rd November, 2021, it is mandatory for members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar by the members to be considered as valid PAN. Members are requested to provide from ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for registration against their respective folio(s):
  - Identity Proof: Copy of PAN/ Aadhar
  - Address Proof: Copy of Aadhar/ Passport/ Client Master List/ Utility Bill not over 3 months old
  - Bank Details: Copy of cancelled cheque stating the name of the Member as account holder
  - Contact Details: Mobile no., Email Id
  - Nomination: Form SH-13, duly filled and signed

In the absence of any of the information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment as per the directions under the aforesaid circular.

15. Non-Resident Members are requested to inform the Company immediately about:
  - (a) The Change in the Residential Status on return to India for permanent settlement.
  - (b) The Particulars of NRE Bank Account maintained in India with complete name and address of the bank, if not furnished earlier.

## 16. Voting through electronic means

- i. In Compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing obligation and Disclosures Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means. 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).
- ii. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to vote at the meeting through ballot paper.
- iii. 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.
- iv. The Board of Directors have appointed Ms. Prachi Bansal, Practicing Company Secretary (Membership No. 43355), as Scrutinizer to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner.
- v. A person whose name is recorded in the Register of Members maintained by the Depositories as on the on the cut-off date i.e. Tuesday, September 17, 2024 shall be entitled to vote. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@msdl.co.in](mailto:evoting@msdl.co.in).
- vii. The voting period begins on Saturday, September 21, 2024 at 09:00 A.M. and ends on Monday, September 23, 2024 at 05:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date (Record Date), i.e., Tuesday, September 17, 2024 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- viii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

## PLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

### Item No. 3

As per the requirement of Section 196(3) and any other applicable provisions, if any, of the Companies Act, 2013 any appointment of a person as a Managing Director or Whole-time Director who has attained the age of 70 years has to be made by passing a Special Resolution. Mr. Bhushan Kumar Narula (DIN: 00003629) was re-appointed as the Managing Director of the Company at the meeting of the Board of Directors held on September 03, 2022 for a period of 3 years with effect from April 01, 2023. On the date of re-appointment, Mr. Narula has not attained the age of 70 years.

Mr. Narula has been associated with the Company since its inception and has contributed immensely to the progress of the Company. His valuable experience and knowledge have benefitted the Company in more than one way and his continuation will definitely lead to further better prospects to the Company.

Hence, it is proposed to seek the approval of members for continuation of appointment and payment of

remuneration to Mr. B.K. Narula as the Managing Director of the Company for the balance tenure i.e. till March 31, 2026.

The said continuation has been approved by the Nomination and Remuneration Committee and the Board of Directors at their meeting held on August 24, 2024.

Hence, Special Resolution at Item No. 3 is proposed for your approval.

Nature of Concern or Interest

The resolution is required to be passed as a Special Resolution and none of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. B.K. Narula (himself) and Mrs. Rita Narula and Mr. Karan Suri, relatives of Mr. B.K. Narula, are concerned or interested in this resolution, except to the extent of their shareholding, if any, in the Company.

**Registered Office:**  
**Flat No.906, 9<sup>th</sup> Floor, Arunachal Building**  
**19, Barakhamba Road, New Delhi-110001**

**By Order of the Board of Directors**  
**FOR Orosil Smiths India Ltd.**

**Date: 24.08.2024**

**Place: Delhi**

**Sd/-**  
**Sakshi Bansal**  
**Company Secretary**

**ANNEXURE-A TO THE NOTICE**

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for Item Nos. 2 & 3:

**Brief Profile of Mr. B K Narula, Chairman & Managing Director:**

<b>Name:</b>	<b>Mr. Bhushan Kumar Narula</b>
<b>DIN:</b>	00003629
<b>Designation:</b>	Chairman & Managing Director
<b>Qualification &amp; Brief Resume:</b>	<p>Mr. Bhushan Kumar Narula is a graduate with nearly three decades of business experience. He served as the Chairman of the Jewellery Design &amp; Technology Institute (JDTI), a pioneering institute established to train skilled professionals for the growing jewelry industry. JDTI was conceptualized and developed by its parent company, Orosil Smiths India Limited.</p> <p>As one of the Promoters of the Company, Mr. Narula has held the position of Chairman and Managing Director since the company's inception. His reappointment as Managing Director is strongly recommended, as his continued association is considered to be of immense benefit and in the best interest of the Company.</p>
<b>Date of Birth/ Age:</b>	28/02/1954; 70 Years
<b>Date of first Appointment:</b>	01/06/1994
<b>Terms and conditions of appointment &amp; remuneration:</b>	The terms and conditions of appointment of Mr. Narula as Chairman & Managing Director has been set out in the resolution itself.
<b>Last Drawn Remuneration:</b>	₹60,000 per month during the Financial Year 2023-24
<b>Directorship held in other Listed or Non-Listed Companies</b>	Four (4): - 1. Sridhi Infra Private Limited; 2. Sukarma Finance Limited; 3. Privy Corporate and Fiscal Advisors Limited; 4. Xtrem Retail Private Limited.
<b>Listed entities from which the person has resigned in the past three years</b>	NIL
<b>Membership/Chairmanship of Board Committee in other Listed Companies</b>	NIL
<b>Nature of expertise in specific functional Area</b>	Finance and Jewellery
<b>Disclosure of relationship between directors inter-se</b>	<ul style="list-style-type: none"> <li>➤ Mrs. Rita Narula, Whole Time Director, Spouse.</li> <li>➤ Mr. Karan Suri, Non-Executive Director, Son-in-law.</li> </ul> <p>Except above, he is not related with any other Director or Key Managerial Personnel of the Company.</p>
<b>Shareholding in the Company</b>	71,30,000 equity shares (17.26%)
<b>Number of Board Meetings held/ attended during the year</b>	7/7

**Statement containing the information as required under Part-II of Section-II of Schedule V to the Companies Act, 2013**

<b>I. <u>General Information:</u></b>		
<b>Nature of Industry:</b>	Bullion Industry. The Company is engaged in the business of Gems and Jewellery. However, the Company has amended its MOA for expanding the business in Textile too. The Company is still looking for more opportunities.	
<b>Date or expected date of Commencement of Commercial production</b>	Already existing in business.	
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	NA	
<b>Financial performance based on given indicators:</b>	<b>Particulars</b>	<b>FY 2023-24 (₹ in Lakh)</b>
	Paid-Up Capital	522
	Reserve & Surplus	(359.85)
	<b>Total Revenue from Operations</b>	<b>54.51</b>
	<b>Total Expenses</b>	<b>95.28</b>
	<b>Profit before Tax</b>	<b>(40.77)</b>
	Tax Expenses including Deferred Tax	(0.11)
	<b>Profit after Tax</b>	<b>(40.66)</b>
<b>Total Comprehensive Income</b>	<b>(40.68)</b>	
<b>Foreign Investments or collaborations, if any.</b>	There is no Foreign Collaboration in the Company. However, NRIs are holding 7.56% of total paid-up share Capital of the company as on March 31, 2024.	

**II. A) Information about Appointee: Mr. B K Narula**

<b>Background details:</b>	Mr. Bhushan Kumar Narula is a graduate with nearly three decades of business experience. He served as the Chairman of the Jewellery Design & Technology Institute (JDTI), a pioneering institute established to train skilled professionals for the growing jewelry industry. JDTI was conceptualized and developed by its parent company, Orosil Smiths India Limited.
<b>Past Remuneration (per month):</b>	₹60,000/- per month during the Financial Year 2023-24
<b>Recognition or Awards</b>	NA
<b>Job profile and his suitability</b>	As Managing Director, Mr. Narula is entrusted with the responsibility to perform duties and exercise powers as may be assigned to him by the Board from time to time. Mr. Narula is a professional of proven caliber and skill, with extensive experience in both the finance and jewelry industries.
<b>Remuneration proposed</b>	₹80,000/- per month.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of her origin)</b>	Given the size of the Company, Mr. Narula's extensive profile, the responsibilities he shoulders, and industry benchmarks, the proposed remuneration is in line with what is typically paid by companies of comparable size within the same industry.



<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel <sup>1</sup>(or other director), if any</b>	<p>Besides the remuneration, Mr. Narula does not receive any pecuniary benefit from the Company; except certain transactions on Arm Length Basis as specified in Notes to Financial Statements annexed with the report.</p> <p>Mr. Narula, is related to Mrs. Rita Narula and Mr. Karan Suri, as relative. Mr. Narula, belongs to the Promoter Group. The shareholding of Mr. B K Narula holds 71,30,000 equity shares (17.26%) of the equity capital of the Company.</p>
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## II. Other Information

<b>Reasons of loss or in adequate Profits</b>	The Company is running in loss due to lower sales and high operating expenses.
<b>Steps taken or proposed to be taken for improvement</b>	The Company remains committed to taking proactive steps and measures, including expansion, diversification, and restructuring, to ensure its best interests. While external factors influence the prices of raw materials and products, the Company is diligently working to improve margins through all possible efforts.
<b>Expected increase in productivity and profits in measurable terms</b>	The Company is highly committed to enhancing productivity and consistently implements measures to achieve this goal. However, given the current circumstances, forecasting profits in precise terms remains challenging.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Saturday, September 21, 2024 at 09:00 A.M. and ends on Monday, September 23, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 17, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2024.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

- Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders are given below:

<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [Prachi.jain2805@gmail.com](mailto:Prachi.jain2805@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@orosil.com](mailto:cs@orosil.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@orosil.com](mailto:cs@orosil.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



CIN: L74110DL1994PLC059341

Regd. Office: Flat No. 906, Arunachal Building, 19, Barakhamba Road, New Delhi 110001, India

Corp. Office: A-89, Sector-2, Noida (U.P.) 201301, India

Phone: +91-120-4125476 Email: info@orosil.com Website: www.orosil.com

## ATTENDENCE SLIP

(To be surrendered at the time of entry to the venue)

30<sup>th</sup> Annual General Meeting on Tuesday, September 24, 2024 AT 12:30 P.M. at YWCA of Delhi, Ashoka Road, New Delhi-110001.

Name	
Address	
DP ID	
Client ID	
Regd. Folio No.	
No. of Shares held	

I certify that I am a member / proxy for the member(s) of the Company

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the company to be held on Tuesday, September 24, 2024 AT 12:30 P.M. at YWCA of Delhi, Ashoka Road, New Delhi-110001.

.....  
.....

Member's/Proxy's name in block letters



CIN: L74110DL1994PLC059341

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Phone: +91-120-4125476 Email: info@orosil.com Website: www.orosil.com



www.kuhjohl.com



www.sincerejewellery.com

## Form MGT – 11

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

30<sup>th</sup> Annual General Meeting – September 24<sup>th</sup>, 2024

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>Email Id</b>	
<b>Folio No.</b>	
<b>DP ID.</b>	
<b>Client ID</b>	

I/We \_\_\_\_\_ being the member(s) of Orosil Smiths India Limited holding ..... equity Shares of Rs.....each of the above-named Company, hereby appoint:

1.	Name	
	Address	
	E – Mail id	
	Or failing him	
		Signature
<b>or failing him/her</b>		
2	Name	
	Address	
	E – Mail id	
	Or failing him	
		Signature
<b>or failing him/her</b>		
3	Name	
	Address	
	E – Mail id	
	Or failing him	
		Signature

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Tuesday, September 24, 2024 AT 12:30 P.M. at YWCA of Delhi 1, Ashoka Road, New Delhi – 110001 India or at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon		
2	To re-appoint Mr. Bhushan Kumar Narula (DIN:00003629), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
3	To consider and approve the continuation of Mr. Bhushan Kumar Narula (DIN:00003629) as Chairman and Managing Director of the Company		

Signed this..... day of.....2024

Affix Revenue  
Stamp

.....  
Signature of Member

.....  
Signature of Proxy Holder(s)

**Note.:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Members are requested to note that a person can act as proxy on behalf of not more than 50 members and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.
3. This form should be signed across the stamp as per specimen signature registered with the Company.
4. Please put a (✓) in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she may deem appropriate. This is only optional.



## FORM NO. MGT.12

## Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company:** Orosil Smiths India Limited

**CIN:** L74110DL1994PLC059341

**Registered office:** Flat No. 906, 9th Floor Arunachal Building, 19, Barakhamba Road, Delhi - 110001, India

**Phone:** +91 9811992924

BALLOT PAPER FOR ANNUAL GENERAL MEETING		
S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ *Client ID No. <i>*Applicable to investors holding shares in dematerialized form</i>	
4.	Class of Share	

I, hereby exercise my vote in respect of Ordinary/Special resolution enumerated in the Notice of 30<sup>th</sup> AGM of the Company to be held on TUESDAY, SEPTEMBER 24, 2024 AT 12:30 P.M. at YWCA of Delhi 1, Ashoka Road, New Delhi - 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon			
2	To re-appoint Mr. Bhushan Kumar Narula (DIN:00003629), who retires by rotation and being eligible, offers himself for re-appointment as a Director			
3	To consider and approve the continuation of Mr. Bhushan Kumar Narula (DIN:00003629) as Chairman and Managing Director of the Company			

Place:

Date:

(Signature of the shareholder)

ROUTE MAP

Venue of the 30th Annual General Meeting of Orosil Smiths India Limited to be held on TUESDAY, SEPTEMBER 24, 2024 AT 12:30 P.M. at YWCA of Delhi 1, Ashoka Road, New Delhi - 110001

