

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

NOTICE is hereby given that the **32nd (Thirty-Second) Annual General Meeting (“AGM”)** of the members of **Orosil Smiths India Limited** will be held on **Friday, September 25, 2026 at 09:30 A.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, 2026

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon

2. Re-appointment of Mr. Karan Suri (DIN: 01193500), as Director, liable to retire by rotation

To re-appoint Mr. Karan Suri (DIN: 01193500), who retires by rotation and being eligible, offers himself for re-appointment as a Director

SPECIAL BUSINESS:

3. Appointment of Mr. Nikhil Jain (DIN: To be applied) as an Independent Director of the Company

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

“**Resolved that** pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Nikhil Jain (DIN: To be applied), be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five years commencing from 25.09.2026 till the conclusion of 37th Annual General Meeting to be held in the year 2031 till 24.09.2031;

Resolved further that any one of the Directors or the Company Secretary be and are hereby, jointly and/or severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Nikhil Jain, as a Non-Executive Independent Director of the Company.”

4. Increase in the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

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

“**Resolved that** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being

in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, which shall at all times, and without diminution, remain available to the Company up to twenty-five percent (25%) of the aggregate limits, presently being approximately Rs. 19,00,00,000/- (Indian Rupees Nineteen Crores Only), and such entitlement shall continue in perpetuity irrespective of any future revisions, amendments, or alterations to the overall limits, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

Resolved further that any one of the Directors or the Company Secretary be and are hereby severally jointly and/or authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Secretarial Auditors

To consider and, if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

"Resolved that in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, Ms. Prachi Bansal, Practicing Company Secretary (ACS No.: 23670, C. P. No.: 43355) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be fixed by the Board of Directors of the Company."

Registered Office:

Flat No. 906, 9th Floor, Arunachal Building,
Barakhamba Road, Delhi – 110001

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

Sd/-

**Sakshi Bansal
(Company Secretary)**

Date: 10.08.2026

Place: Delhi

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 Nos. 2 to 4 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 appointment of Independent Director and Director retiring by rotation seeking re-appointment is furnished as **Annexures A1 and A2** 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 2025-26 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 2025-26 to those Members who request the same at services@skylinerta.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 32nd AGM along with the Integrated Annual Report FY 2025-26 will also be available on the website of the Company at www.orosil.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
8. Members are requested to:
 - i. Note that Copies of Annual Report will not be distributed at the Annual General Meeting.
 - ii. Bring their copies of Annual Report, Notice and Attendance Slip duly completed and sign at the meeting.
 - iii. Deliver duly completed and signed Attendance slip at the entrance of the Meeting Venue.
 - iv. Note that no gifts, gift coupons or any benefit in lieu of gifts will be distributed at or in connection with AGM.

9. The Notice convening the AGM has been uploaded on the website of the Company at 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. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. 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.
11. 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 Skyline Financial Services Private Limited at services@skylinerta.com.
12. 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.
13. 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 2025-26 will also be available on the Company's website www.orosil.com.**
14. 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.
15. 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.
16. 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.

17. 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 polling 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 polling 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. Thursday, September 17, 2026** 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.
- vii. The remote e-voting period begins on Tuesday, September 22, 2026 at 09:00 A.M. and ends on Thursday, September 24, 2026 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., Thursday, September 17, 2026 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.

**EXPLANATORY 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

The recommendation to appoint Mr. Nikhil Jain (DIN: To be applied) as a Non-Executive Independent Director of the Company on the board of the Company was made by Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 10, 2026.

If appointed, this will be his first term, effective from the conclusion of the forthcoming Annual General Meeting, that is, 25.09.2026 and shall hold office up to the date of the 37th Annual General Meeting till 24.09.2031. A brief profile of Mr. Nikhil Jain, including nature of his expertise, is provided as **Annexure – A1** of this Notice.

Accordingly, the approval of the members is being sought for the appointment of Mr. Nikhil Jain as a Non-Executive Independent Director of the Company for a term up to 5 years, as a Special Resolution. None of the Directors / Key Managerial Personnel of the Company other than Mr. Nikhil Jain, are concerned or interested, financially or otherwise, in the resolution.

Item No. 4

The Company has been making investments in, and may give loans and guarantees to and provide securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No. 4 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding.

Item No. 5

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on August 10, 2026 has, considering the experience and

expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of Ms. Prachi Bansal, Practising Company Secretary (ACS No.: 23670, C. P. No.: 43355) 5144), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

Ms. Bansal, Practising Company Secretary, is an Associate member of the Institute of Company Secretaries of India ("ICSI") and has several years of experience in corporate secretarial practices.

Ms. Bansal has consented to her appointment as Secretarial Auditor, if appointed, and has confirmed that she has subjected himself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI

Further, Ms. Bansal has confirmed that she is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India. The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 10,000/-. The remuneration for the subsequent years of her term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company.

Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 5 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding.

The Board of Directors commends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the members.

Registered Office:

Flat No. 906, 9th Floor, Arunachal Building,
Barakhamba Road, Delhi – 110001

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

Date: 10.08.2026

Place: Delhi

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

ANNEXURE-A1 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 No. 3:

Brief Profile of Ms. Arunima Sahu

Name:	Mr. Nikhil Jain
DIN:	To be applied
Designation:	None-Executive Independent Director
Qualification & Brief Resume:	Mr. Nikhil Jain has diverse professional experience spanning operations, marketing, merchandising, and retail management, with proven ability in handling stock processes, packaging, sales planning, trade promotion, and customer service. Alongside this operational and managerial exposure, he possesses strong grounding governance frameworks, enabling him to contribute effectively to board governance, regulatory compliance, and transparent decision-making. His academic background includes a Bachelor of Business Administration and ongoing studies in Business Management, complemented by skills in communication, systematic execution, adaptability, and innovation. He brings dedication, professionalism, and a commitment to upholding high standards of corporate governance.
Date of Birth/ Age:	23/11/1995; 30 Years
Date of first Appointment:	25.09.2026, if appointment approved by Members
Terms and conditions of appointment & remuneration:	Mr. Nikhil Jain shall be Independent Director of the Company for a first term of 5 years
Directorship held in other Listed or Non-Listed Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of Board Committee in other Listed Companies	NIL
Nature of expertise in specific functional Area	Business Management
Disclosure of relationship between directors inter-se	Mr. Jain is not related to any Director on the Board of the Company
Shareholding in the Company	NIL
Number of Board Meetings held/ attended during the year	2/0, for the ongoing FY 2026-27, till the date of Notice

ANNEXURE-A2 TO THE NOTICE

DETAILS OF DIRECTOR RETIRING BY ROTATION AT THE MEETING

Name:	Mr. Karan Suri
DIN:	01193500
Designation:	Non-Executive Director
Qualification & Brief Resume:	Mr. Karan Suri has been the Director of Clamp Shoes Private Limited for the past 24 years, leading the company in the manufacturing of footwear and footwear components for both domestic and export markets. Under his leadership, the company has established a strong foothold in the industry, delivering high-quality products and maintaining global standards. He holds an MBA from Symbiosis, Pune, which has equipped him with strategic business acumen and management expertise. His vast experience in the footwear industry, combined with his business insights, continues to drive innovation and growth in the sector. He is also serving as a Director on the Boards of Aseem Travels Private Limited and Clamp Shoes Private Limited.
Date of Birth/ Age:	04/12/1977; 48 Years
Date of first Appointment:	09/11/2016
Terms and conditions of re-appointment:	In terms of Section 152(6) of the Companies Act, 2013, Mr. Suri is liable to retire by rotation at the forthcoming AGM
Last Drawn Remuneration:	Nil
Remuneration proposed to be paid	Nil
Directorship held in other Listed or Non-Listed Companies	One (1): - Clamp Shoes Private Limited
Listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of Board Committee in other Listed Companies	NIL
Disclosure of relationship between directors/ KMP inter-se	➤ Mr. Bhushan Kumar Narula, Managing Director cum Chairman, Relative. ➤ Mrs. Rita Narula, Whole-time Director, Relative. Except above, he is not related with any other Director or Key Managerial Personnel of the Company.
Shareholding in the Company	Nil
Number of Board Meetings held/ attended during the year	5/5

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Tuesday, September 22, 2026 at 09:00 A.M. and ends on Thursday, September 24, 2026 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. Thursday, September 17, 2026, 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, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:
 - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

How to cast your vote electronically on NSDL e-Voting system?

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 with a copy marked to 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 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

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.
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. 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

FORM MGT-11

PROXY FORM

[Pursuant to Section 105(6) of Companies Act, 2013 and Rule 19(3) 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

NAME OF THE MEMBER(S):

REGISTERED ADDRESS:

E-MAIL ID:

FOLIO NO.:

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 :

Signature:

or failing him/her

2. Name:.....

Address:.....

.....

E-mail ID :

Signature:

or failing him/her

3. Name:.....

Address:.....

.....

E-mail ID :

Signature:

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Friday, September 25, 2026 at 09:30 A.M. (IST) 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.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon		
2.	To re-appoint Mr. Karan Suri (DIN: 01193500), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
3.	Appointment of Mr. Nikhil Jain (DIN: To be applied) as an Independent Director of the Company		
4.	Increase in the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate		
5.	Appointment of Secretarial Auditors		

Signed thisday.....2026

**Affix
revenue
Stamp**

Signature of Shareholder

Signature of Proxy Holder

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.**

ATTENDANCE SLIP

FULL NAME AND ADDRESS OF THE SHAREHOLDER/PROXY HOLDER (IN BLOCK LETTERS)	
JOINT HOLDER 1	
JOINT HOLDER 2	
FOLIO NO.:	
NO. OF SHARES HELD	

I/we certify that I am member/proxy/authorized representative for the member of the Company. I/we hereby confirm and record my/our presence at the 32nd Annual General Meeting of **Orosil Smiths India Limited** to be held on **Friday, September 25, 2026 at 09:30 A.M. (IST)** at **YWCA of Delhi 1, Ashoka Road, New Delhi – 110001**

Signature of Shareholder/Proxy.....

Note:

- 1. Please fill this attendance slip and hand it over at the entrance of the Hall.**
- 2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.**
- 3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.**

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 32nd AGM of the Company to be held on Friday, September 25, 2026 at 09:30 A.M. (IST) 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.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon		
2.	To re-appoint Mr. Karan Suri (DIN: 01193500), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
3.	Appointment of Mr. Nikhil Jain (DIN: To be applied) as an Independent Director of the Company		
4.	Increase in the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.		
5.	Appointment of Secretarial Auditors		

Place:

Date:

(Signature of the shareholder)

ROUTE MAP

Venue of the 32nd Annual General Meeting of Orosil Smiths India Limited to be held on Friday, September 25, 2026 at 09:30 A.M. (IST) at YWCA of Delhi 1, Ashoka Road, New Delhi – 110001

