

## NOTICE OF POSTAL BALLOT

**Dear Shareholders,**

**Notice** is hereby given to the members of **Orosil Smiths India Limited** (“**the Company**”) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, as amended (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (**the "Rules"**), Secretarial Standard-2 on General Meeting (“**SS-2**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), including any statutory modifications or re-enactment thereof for the time being in force, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/ 2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024, (“**MCA Circulars**”), and any other applicable laws and regulations, that the following special business is proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means only (“**e-voting**”).

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **05:00 P.M. on Thursday, March 13, 2025**.

### **Special Business requiring consent of shareholders through Postal Ballot:**

#### **Item No. 1**

### **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**Resolved that** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakh Only) divided into 4,41,16,000 (Four Crore Forty-One Lac Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakh Only) divided into 7,01,16,000 (Seven Crore One Lakh Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 2,60,00,000 (Two Crore Sixty Lakh) Equity Shares of Re. 01/- (Rupee One Only) each and consequently, the existing Clause 5 of the Memorandum of

Association of the Company be and is hereby altered and substituted by the following as new Clause 5:

**The Authorised Share Capital of the Company is Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakh Only) divided into 7,01,16,000 (Seven Crore One Lakh Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each**

**Resolved further that** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**

Flat No. 906, 9<sup>th</sup> Floor, Arunachal  
Buiding, 19, Barakhamba Road, Delhi –  
110001  
CIN: L74110DL1994PLC059341  
Telephone No.: 9811992924

Website: [www.orosil.com](http://www.orosil.com)  
Email: [info@orosil.com](mailto:info@orosil.com)

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

**Sd/-**  
**Sakshi Bansal**  
**Company Secretary & Compliance Officer**  
Membership No.: A62230

Place: Delhi  
Date: 01.02.2025

## NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members**, whose email addresses are registered with the Company or with the depository (ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Tuesday, February 04, 2025. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Skyline Services Private Ltd, Registrar and Transfer Agent of the Company, by writing to them at [admin@skylinerta.com](mailto:admin@skylinerta.com).
3. The Notice shall also be uploaded on the website of the Company at [www.orosil.com](http://www.orosil.com), on the website of National Securities Depository Limited (“NSDL”) at <https://nsdl.co.in/> and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Tuesday, February 04, 2025 being the ‘**Cut-Off Date**’ fixed for this purpose. Any person who is not a Member as on Cut-Off Date should treat this notice for information purpose only.
6. The voting period will commence from Tuesday, February 11, 2025 at 9.00 a.m. IST and end on Thursday, March 13, 2025 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors at their meeting held on Saturday, February 01, 2025 has appointed Ms. Prachi Bansal, Practicing Company Secretary (C.P. No.: 23670), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Saturday, March 15, 2025. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, March 13, 2025, being the last date specified by the Company for e-voting.
9. The declared results along with the report of Scrutinizer shall be intimated to Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at [www.orosil.com](http://www.orosil.com) and on the website of NSDL at <https://nsdl.co.in/>.
10. The Instructions for Members for e-voting are as under:

## **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:

<b>Type of shareholders</b>	<b>Login Method</b>
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.</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</li></ol>

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**



Individual Shareholders holding securities in demat mode with CDSL

1. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. 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](http://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 <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 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 :

<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:
  - 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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?**

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.
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](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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**Registered Office:**

Flat No. 906, 9<sup>th</sup> Floor, Arunachal

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

Buiding,

19, Barakhamba Road, Delhi – 110001  
CIN: L74110DL1994PLC059341  
Telephone No.: 9811992924

Website: [www.orosil.com](http://www.orosil.com)  
Email: [info@orosil.com](mailto:info@orosil.com)

**Sd/-**  
**Sakshi Bansal**  
**Company Secretary & Compliance Officer**  
Membership No.: A62230

Place: Delhi  
Date: 01.02.2025

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES  
ACT 2013**

**ITEM No. 1**

The present Authorized Share Capital of the Company Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakh Only) divided into 4,41,16,000 (Four Crore Forty-One Lac Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

The Board of Directors have considered it necessary to increase the Authorized Share Capital of the Company which is presently Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakh Only) divided into 4,41,16,000 (Four Crore Forty-One Lakh Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakh Only) divided into 7,01,16,000 (Seven Crore One Lakh Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 2,60,00,000 (Two Crore Sixty Lakh) Equity Shares of Re. 01/- (Rupee One Only) each.

In view of the above, it is necessary to amend Clause 5 of the Memorandum of Association to increase the Authorized Share Capital from Rs. 5.50 Crore to Rs. 8.10 Crore.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Item No.1 of the accompanying Notice.

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

**Registered Office:**

Flat No. 906, 9<sup>th</sup> Floor, Arunachal  
Building, 19, Barakhamba Road, Delhi –  
110001  
CIN: L74110DL1994PLC059341  
Telephone No.: 9811992924

Website: [www.orosil.com](http://www.orosil.com)  
Email: [info@orosil.com](mailto:info@orosil.com)

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

**Sd/-**  
**Sakshi Bansal**  
**Company Secretary & Compliance Officer**  
Membership No.: A62230

Place: Delhi  
Date: 01.02.2025