



N.K. Chandok & Associates

Company Secretaries

Off: C-49, Bali Nagar, New Delhi-110015

Ph. 011-25118677, 09650250312 E-Mail: navneetlegal@gmail.com

SCRUTINIZER'S REPORT

To,

The Chairman,

23rd Annual General Meeting of Orosil Smiths India Limited
YWCA of Delhi, Ashoka Road,
New Delhi-110001

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 23rd Annual General Meeting of Orosil Smiths India Limited ("The Company") held on Tuesday, 25th July, 2017 at 11:00 A.M at New Delhi.

The Board of the Company at its meeting held on June 21, 2017 had appointed me as Scrutinizer for the e-voting commences on Saturday, July 22, 2017 (9:00 am) and ends on Monday, July 24, 2017 (5:00 pm) and the Chairman of the 23rd Annual General Meeting has also appointed me as the scrutinizer for the poll held at the 23rd Annual General Meeting of the Company on 25th July, 2017.

1. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL), the Company completed dispatch of the Notice of the AGM as under:-

On 27th June, 2017 by e-mail to 427 members who had registered their e-mail-ids with the Company/ Depositories.

On 24th June, 2017 by speed post to 469 members in physical form.


2. Cut-off date

The Voting rights were reckoned as on Wednesday, 19th July, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and ballot voting at the Meeting.

3. Remote e-Voting

3.1 Agency:

For Orosil Smiths India Limited


Managing Director



The Company had appointed **National Securities Depository Limited (NSDL)**, as the agency for providing the remote e-Voting platform.

3.2 Remote e-Voting:

Remote e-Voting platform was open from *Saturday, July 22, 2017 (9:00 am)* and ends on *Monday, July 24, 2017 (5:00 pm)* and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by NSDL.

4. Voting at the AGM:

4.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id/ Client Id, folios, number of shares held but not the manner in which they have voted.

4.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id/ Client Id, folios and shareholding of the members who had cast their votes through remote e-Voting.

5. Counting Process

5.1 On completion of voting at the meeting, Skyline Financial Services Pvt. Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolutions.

5.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.

5.3 I unblocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Mr. Gaurav Kumar and Mr. Hari Kukreja and downloaded the e-Voting results.

6. Results:

6.1 I observed that

- a) 74 members had cast their votes at the meeting.
- b) 11 members had cast their votes through remote e-Voting.

6.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 23rd AGM dated 25th July, 2017 is enclosed.

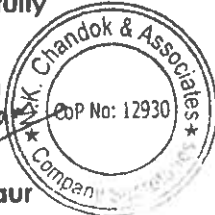

For Orosil Smiths India Limited


Managing Director



6.3 Based on the aforesaid results, I report that Five Ordinary Resolutions as contained in Item No. 1 to Item No. 5 and One Special Resolution as contained in Item No. 6 of the Notice dated 30th May, 2017, have been passed with requisite majority.

Thanking You
Yours Faithfully



Navneet Kaur
N.K.Chandok & Associates
C.P No.:12930

Date : 27th July, 2017
Place: New Delhi

For Orosil Smiths India Limited



Managing Director

Consolidated Results-

1 Adoption Of Audited Financial Statements for the Financial Year Ended on 31st March, 2017:

Particulars	Remote e-Votes		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	614498	71	4601050	82	5215548	99.9999
Dissent	0	0	2	4	2	4	0.0001
Abstain	0	0	0	0	0	0	0
Total	11	614498	73	4601054	84	5215552	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **30th May, 2017**, has been passed with requisite majority.

2 Re- Appointment of Ms. Rifa Narula as a director liable to retire by rotation:

Particulars	Remote e-Votes		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	614343	67	435710	77	1050053	99.98
Dissent	1	155	2	4	3	159	0.02
Abstain	0	0	0	0	0	0	0
Total	11	614498	69	435714	80	1050212	100

For Orosil Smiths India Limited

B.K. L...
Managing Director



Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **30th May, 2017**, has been passed with requisite majority.

3 Appointment of M/S PNG & CO., Chartered Accountant as Statutory auditor to fill Casual Vacancy:

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	614498	71	4601050	82	5215548	99.9999
Dissent	0	0	2	4	2	4	0.0001
Abstain	0	0	0	0	0	0	
Total	11	614498	73	4601054	84	5215552	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice dated **30th May, 2017**, has been passed with requisite majority.

For Orosil Smiths India Limited

B.K. L...
Managing Director



4 Regularization of Additional Director- Mr. Karan Suri:

Particulars	Remote e-Votes		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	614343	71	4601050	81	5215393	99.98
Dissent	1	155	2	4	3	159	0.02
Abstain	0	0	0	0	0	0	0
Total	11	614498	73	4601054	84	5215552	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice dated **30th May, 2017**, has not been passed with requisite majority.

5 APPROVAL FOR SUB-DIVISION OF ONE EQUITY SHARE OF 5/- EACH INTO 5 EQUITY SHARES OF RS.1/- EACH:

Particulars	Remote e-Votes		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	614498	69	4601046	80	5215544	99.9998
Dissent	0	0	4	8	4	8	0.0002
Abstain	0	0	0	0	0	0	0
Total	11	614498	73	4601054	84	5215552	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice dated **30th May, 2017**, has been passed with requisite majority.

For Orosil Smiths India Limited

B.K. L...
Managing Director



6. Approval for alteration of the capital clause in the memorandum of association of the Company:

Particulars	Remote e-Votes		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	614498	71	4601050	82	5215548	99.9999
Dissent	0	0	2	4	2	4	0.0001
Abstain	0	0	0	0	0	0	0
Total	11	614498	83	4601054	84	5215552	100


Based on the aforesaid results, I report that the **Special Resolution** as contained in **Item No. 6** of the Notice dated **30th May, 2017**, has been passed with requisite majority.

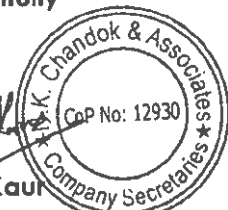
We the undersigned witness that the votes were unblocked as stated herein above in our presence:


Gaurav Kumar


Hari Kukreja

Thanking You
Yours Faithfully


Navneet Kaur
N.K.Chandok & Associates
C.P. No.:12930



Date : 28th July, 2017
Place: New Delhi

For Orosil Smiths India Limited


Managing Director