

Ref. OSIL/73/2017-2018

July 27, 2017

To,

**The Manager –Operating Listing
Bombay Stock Exchange Limited
Corporate Relationship Department
New Trading Wing, PJ Towers,
Dalal Street, Fort Mumbai-400001**

ISIN No: INE628B01026
SECURITY CODE:- 531626

Subject:-Voting results under Regulation 44 of SEBI (LODR) Regulation, 2015

Dear Sir,

In Compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and Section 108 of Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 We are attaching herewith the results declared today on the resolutions proposed at the 23rd Annual General Meeting of the Company held on Tuesday, the 25th July, 2017. Please note that all the resolutions have been passed with the requisite majority.

The Scrutinizer's Report from the Practicing Company Secretary Ms. Navneet Kaur is also attached herewith.

Thanking You

For and on behalf of Orosil Smiths India Limited



**Kanchan Gupta
Company Secretary**

| General information about company | |
|-----------------------------------|-----------------------------|
| Scrip code | 531626 |
| Name of the company | Orosil Smiths India Limited |
| Type of meeting | AGM |
| Date of the meeting | 25-07-2017 |
| Start time of the meeting | 11:00 AM |
| End time of the meeting | 11:25 AM |



| Voting results | |
|--|------------|
| Record date | 19-07-2017 |
| Total number of shareholders on record date | 896 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 4 |
| b) Public | 96 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of resolution passed in the meeting | 6 |
| Disclosure of notes on voting results | |



| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017 To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2017 together with the Reports of Board of Director's and Auditor's thereon | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6195739 | | | | | | |
| | Poll | | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 2067461 | 614498 | 29.7224 | 614498 | 0 | 100 | 0 |
| | Poll | | 435715 | 21.0749 | 435710 | 4 | 99.9989 | 0.0009 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1050213 | 50.7972 | 1050208 | 4 | 99.9995 | 0.0004 |
| Total | | 8263200 | 5215553 | 63.1178 | 5215548 | 4 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(1) | | |
|-----------------------------|-------------------------------|---------------|
| Category | Mode of voting | Invalid Votes |
| | | (6) |
| Promoter and Promoter Group | E-Voting | |
| | Poll | 0 |
| | Postal Ballot (if applicable) | |
| | Total | 0 |
| Public- Institutions | E-Voting | |
| | Poll | |
| | Postal Ballot (if applicable) | |
| | Total | |
| Public- Non Institutions | E-Voting | 0 |
| | Poll | 1 |
| | Postal Ballot (if applicable) | |
| | Total | 1 |
| Total | | 1 |



| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Description of resolution considered | | | RE- APPOINTMENT OF MS. RITA NARULA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION To appoint a director in place of Ms. Rita Narula (holding DIN: 00006096), who retires by rotation and being eligible, offers herself for re-appointment | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6195739 | | | | | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 6195739 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 2067461 | 614498 | 29.7224 | 614343 | 155 | 99.9748 | 0.0252 |
| | Poll | | 435715 | 21.0749 | 435710 | 4 | 99.9989 | 0.0009 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 2067461 | 1050213 | 50.7972 | 1050053 | 159 | 99.9848 |
| Total | | 8263200 | 1050213 | 12.7095 | 1050053 | 159 | 99.9848 | 0.0151 |
| Whether resolution is Pass or Not | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(2) | | |
|-----------------------------|-------------------------------|---------------|
| Category | Mode of voting | Invalid Votes |
| | | (6) |
| Promoter and Promoter Group | E-Voting | |
| | Poll | 0 |
| | Postal Ballot (if applicable) | |
| | Total | 0 |
| Public- Institutions | E-Voting | |
| | Poll | |
| | Postal Ballot (if applicable) | |
| | Total | |
| Public- Non Institutions | E-Voting | 0 |
| | Poll | 1 |
| | Postal Ballot (if applicable) | |
| | Total | 1 |
| Total | | 1 |



| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | APPOINTMENT OF M/S PNG & CO., CHARTERED ACCOUNTANT AS STATUTORY AUDITOR TO FILL CASUAL VACANCY "RESOLVED THAT pursuant to Section 139(8) and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time and or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s PNG & Co., Chartered Accountants (Firm Registration No. 021910N) be and are hereby appointed as statutory auditor of the company to fill the casual vacancy caused by the resignation of M/s Kumar Aggarwal & Associates, Chartered Accountants to hold the office from the conclusion of this meeting till the conclusion of ensuing Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6195739 | | | | | | |
| | Poll | | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 6195739 | 4165340 | 67.2291 | 4165340 | 0 | 100 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 2067461 | 614498 | 29.7224 | 614498 | 0 | 100 | 0 |
| | Poll | | 435715 | 21.0749 | 435710 | 4 | 99.9989 | 0.0009 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 2067461 | 1050213 | 50.7972 | 1050208 | 4 | 99.9995 |
| Total | | 8263200 | 5215553 | 63.1178 | 5215548 | 4 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(3) | | |
|-----------------------------|-------------------------------|---------------|
| Category | Mode of voting | Invalid Votes |
| | | (6) |
| Promoter and Promoter Group | E-Voting | |
| | Poll | 0 |
| | Postal Ballot (if applicable) | |
| | Total | 0 |
| Public- Institutions | E-Voting | |
| | Poll | |
| | Postal Ballot (if applicable) | |
| | Total | |
| Public- Non Institutions | E-Voting | 0 |
| | Poll | 1 |
| | Postal Ballot (if applicable) | |
| | Total | 1 |
| | Total | 1 |



| Resolution(4) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | REGULARIZATION OF ADDITIONAL DIRECTOR- MR. KARAN SURI "RESOLVED THAT pursuant to the provisions of Section 152, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, Mr. Karan Suri, who was appointed as an Additional Director in Board Meeting held on November 09, 2016 and whose term expires at ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company." | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6195739 | | | | | | |
| | Poll | | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 6195739 | 4165340 | 67.2291 | 4165340 | 0 | 100 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 2067461 | 614498 | 29.7224 | 614343 | 155 | 99.9748 | 0.0252 |
| | Poll | | 435715 | 21.0749 | 435710 | 4 | 99.9989 | 0.0009 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 2067461 | 1050213 | 50.7972 | 1050053 | 159 | 99.9848 |
| Total | | 8263200 | 5215553 | 63.1178 | 5215393 | 159 | 99.9969 | 0.003 |
| Whether resolution is Pass or Not | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(4) | | |
|-----------------------------|-------------------------------|---------------|
| Category | Mode of voting | Invalid Votes |
| | | (6) |
| Promoter and Promoter Group | E-Voting | |
| | Poll | 0 |
| | Postal Ballot (if applicable) | |
| | Total | 0 |
| Public- Institutions | E-Voting | |
| | Poll | |
| | Postal Ballot (if applicable) | |
| | Total | |
| Public- Non Institutions | E-Voting | 0 |
| | Poll | 1 |
| | Postal Ballot (if applicable) | |
| | Total | 1 |
| Total | | 1 |



| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | <p>APPROVAL FOR SUB-DIVISION OF ONE EQUITY SHARE OF 5/- EACH INTO 5 EQUITY SHARES OF RS.1/- EACH. "RESOLVED THAT pursuant to the provisions of section 61 and all other applicable provisions, if any of the companies Act, 2013 and the rules framed thereunder as amended time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory and regulatory authorities or bodies, the consent of members be and is hereby accorded for Sub-Division of 1 (one) fully paid-up equity share of the company of nominal Face Value of Rs.5/-(Rupees five) each into 5 (five) fully paid-up equity shares of nominal Face Value of Rs.1/- (Rupee One) each on such date as may be fixed by the Board of Directors (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) for this purpose ('Record Date'). RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs.5/- each, shall stand sub-divided into 5 (five) equity shares of nominal value of Rs.1/- (Rupee one) each from the record date and shall rank pari passu in all respects with and carry the same rights as to the existing fully paid-up Equity share of Rs.5/- (Rupees five) each of the Company. RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Director be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deemed necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."</p> | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6195739 | | | | | | |
| | Poll | | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 6195739 | 4165340 | 67.2291 | 4165340 | 0 | 100 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 2067461 | 614498 | 29.7224 | 614498 | 0 | 100 | 0 |
| | Poll | | 435715 | 21.0749 | 435706 | 8 | 99.9979 | 0.0018 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 2067461 | 1050213 | 50.7972 | 1050204 | 8 | 99.9991 |
| Total | | 8263200 | 5215553 | 63.1178 | 5215544 | 8 | 99.9998 | 0.0002 |



7/26/2017

voting results.html

| Whether resolution is Pass or Not. | Yes |
|------------------------------------|-----|
| Disclosure of notes on resolution | |



| Resolution(5) | | |
|-----------------------------|-------------------------------|---------------|
| Category | Mode of voting | Invalid Votes |
| | | (6) |
| Promoter and Promoter Group | E-Voting | |
| | Poll | 0 |
| | Postal Ballot (if applicable) | |
| | Total | 0 |
| Public- Institutions | E-Voting | |
| | Poll | |
| | Postal Ballot (if applicable) | |
| | Total | |
| Public- Non Institutions | E-Voting | 0 |
| | Poll | 1 |
| | Postal Ballot (if applicable) | |
| | Total | 1 |
| Total | | 1 |



| Resolution(6) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Special | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | APPROVAL FOR ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY "RESOLVED THAT pursuant to Section 13 and 61 and any other applicable provisions of Companies Act, 2013 and rules framed thereunder (including any statutory modification(s), any amendments, any re- enactment thereof for the time being in force) consent of members be and is hereby accorded for alteration of memorandum of association of the company to give effect to the sub-division of shares into shares of smaller amount than is fixed by memorandum. RESOLVED FURTHER THAT the present Clause V of memorandum of Association be and is hereby altered and substituted by following. V The Authorized Share Capital of the Company is Rs 55,000,000/- (Rupees Five Crore Fifty Lacs) divided into 4,41,16,000 (Four Crores Forty One Lacs Sixteen Thousand) equity shares of Rs.1/- (Rupees one) each and 1,088,400 (Ten Lacs Eighty Eight Thousand Four Hundred) Preference Share of Rs. 10/- (Rupees Ten) each. RESOLVED FURTHER THAT Mr. B.K. Narula, or Ms. Rita Narula Directors of the company jointly or severally be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and incidental for the purpose of giving effect to this resolution." | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6195739 | | | | | | |
| | Poll | | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 6195739 | 4165340 | 67.2291 | 4165340 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public-Non Institutions | E-Voting | 2067461 | 614498 | 29.7224 | 614498 | 0 | 100 | 0 |
| | Poll | | 435715 | 21.0749 | 435710 | 4 | 99.9989 | 0.0009 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2067461 | 1050213 | 50.7972 | 1050208 | 4 | 99.9995 | 0.0004 |
| Total | | 8263200 | 5215553 | 63.1178 | 5215548 | 4 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(6) | | |
|-----------------------------|-------------------------------|---------------|
| Category | Mode of voting | Invalid Votes |
| | | (6) |
| Promoter and Promoter Group | E-Voting | |
| | Poll | 0 |
| | Postal Ballot (if applicable) | |
| | Total | 0 |
| Public- Institutions | E-Voting | |
| | Poll | |
| | Postal Ballot (if applicable) | |
| | Total | |
| Public- Non Institutions | E-Voting | 0 |
| | Poll | 1 |
| | Postal Ballot (if applicable) | |
| | Total | 1 |
| Total | | 1 |

