

Ref. OSIL/SEC/31/2022-23

Date: October 03, 2022

To
The BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai- 400 001
Email: corp.relations@bseindia.com

SECURITY CODE: 531626
ISIN NO.: INE628B01034

Subject: Details of Voting Results along with Scrutinizer's Report at 28th Annual General Meeting of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,


In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results of the business transacted at the 28th Annual General Meeting ("AGM") of the members of Orosil Smiths India Limited ("the Company"), held on Friday, September 30, 2022 at 12:30 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") along with Scrutinizers Report on remote e-voting and e-voting conducted at AGM are enclosed as per the prescribed format.

We request you to note the same and acknowledge the receipt of this letter.

Thanking You,

Yours sincerely,

For Orosil Smiths India Limited


Bhushan Kumar Narula
(Managing Director)
DIN: 00003629



Details of Voting Results

Date of AGM	Friday, September 30, 2022 at 12:30 PM (IST)
Total number of shareholders on record date/ cut-off date i.e. 23.09.2022 for e-voting	11,756
No. of Shareholders present in the meeting either in person: - • Promoters and Promoter Group • Public	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing("VC") / Other Audio Visual Means ("OAVM"): • Promoters and Promoter Group • Public	4 59

AGENDA-WISE VOTING RESULTS

In case of Remote e-voting/e-voting at Annual General Meeting ("AGM")

The mode of voting for all resolutions was remote e-voting and e-voting conducted at the meeting.

Item No.	Particulars	Resolution required: (Ordinary/ Special)	Mode of voting: (E-voting)	Remarks
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-Voting/ e-Voting at AGM	The resolution has been passed with requisite majority.
2.	To re-appoint Mrs. Rita Narula (DIN: 00006096), who retires by rotation and being eligible, offers herself for re-appointment as a Director	Ordinary	Remote e-Voting/ e-Voting at AGM	The resolution has been passed with requisite majority.
3.	To consider and approve the re-appointment of Mr. Bhushan Kumar Narula (DIN:00003629) as Chairman and Managing Director of the Company	Special	Remote e-Voting/ e-Voting at AGM	The resolution has been passed with requisite majority.
4.	To consider and approve re-appointment of Mrs. Rita Narula (DIN: 00006096), Whole-Time Director of the Company	Special	Remote e-Voting/ e-Voting at AGM	The resolution has been passed with requisite majority.



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Resolution (1)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
								Ordinary	No
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon									
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		30978695	100.0000	30978695	0	100.0000	0.0000	
	Poll	30978695							
	Postal Ballot (if applicable)								
	Total		30978695	30978695	100.0000	30978695	0	100.0000	0.0000
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		287011	2.7765	283774	3237	98.8722	1.1278	
	Poll	10337305							
	Postal Ballot (if applicable)								
	Total		10337305	287011	2.7765	283774	3237	98.8722	1.1278
Total		41316000	31265706	75.6746	31262469	3237	99.9896	0.0104	
Whether resolution is Pass or Not.									
Yes									
Disclosure of notes on resolution									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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Resolution (2)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
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	Ordinary
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	No
Promoter and Promoter Group	E-Voting		30978695	100.0000	30978695	0	100.0000	0.0000	
	Poll	30978695							
	Postal Ballot (if applicable)								
	Total		30978695	100.0000	30978695	0	100.0000	0.0000	
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		287011	2.7765	283774	3237	98.8722	1.1278	
	Poll	10337305							
	Postal Ballot (if applicable)		287011	2.7765	283774	3237	98.8722	1.1278	
	Total		10337305	75.6746	31262469	3237	99.9896	0.0104	
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public – Non Institutions	



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Validate

Resolution (3)										
Resolution required: (Ordinary / Special)										
Special										
Yes										
To consider and approve the re-appointment of Mr. Bhushan Kumar Narula (DIN:00003629) as Chairman and Managing Director of the Company										
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		30978695	100.0000	30978695	0	100.0000	0.0000		
	Poll	30978695								
	Postal Ballot (if applicable)									
	Total		30978695	30978695	100.0000	30978695	0	100.0000	0.0000	
Public- Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		287011	2.7765	283774	3237	98.8722	1.1278		
	Poll	10337305								
	Postal Ballot (if applicable)									
	Total		10337305	287011	2.7765	283774	3237	98.8722	1.1278	
Total		41316000	31265706	75.6746	31262469	3237	99.9896	0.0104		
Whether resolution is Pass or Not.										
Disclosure of notes on resolution										
Yes										
Add Notes										

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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Validate

Resolution (4)										
Resolution required: (Ordinary / Special)							Special			
Whether promoter/promoter group are interested in the agenda/resolution?							Yes			
Description of resolution considered							To consider and approve re-appointment of Mrs. Rita Narula (DIN: 00006096), Whole-Time Director of the Company			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		30978695	100.0000	30978695	0	100.0000	0.0000		
	Poll	30978695								
	Postal Ballot (if applicable)									
	Total		30978695	30978695	100.0000	30978695	0	100.0000	0.0000	
Public- Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		287011	2.7765	283774	3237	98.8722	1.1278		
	Poll	10337305								
	Postal Ballot (if applicable)		287011	2.7765	283774	3237	98.8722	1.1278		
	Total		10337305	31265706	75.6746	31262469	3237	99.9896	0.0104	
Total							Whether resolution is Pass or Not.			Yes
							Disclosure of notes on resolution			Add Notes

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	





Form MGT-13

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING AT 28th
ANNUAL GENERAL MEETING OF OROSIL SMITHS INDIA LIMITED**

*{Pursuant to Section 108- of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 read with the Companies (Management and
Administration) Amendment Rules, 2015 and amendment thereof.}*

To,

The Chairman,

28th Annual General Meeting of

Equity Shareholders of Orosil Smiths India Limited

held on Friday, the 30th day of September, 2022, at 12.30 P.M

through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

CIN: L74110DL1994PLC059341

Registered Office: Hemkunt Chambers,

Flat No. 620, 89, Nehru Place,

New Delhi-110019

Subject : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and e-voting conducted during the Annual General Meeting, for the 28th Annual General Meeting of Orosil Smiths India Limited held on Friday, the 30th day of September, 2022, at 12.30 P.M. (IST) through video conferencing ('VC')/ other audio visual means (OAVM').

Dear Sir,

I, Kanchan Gupta, Proprietor of Kanchan Gupta & Associates, Practicing Company Secretaries, (Membership No. ACS - 45470), was appointed as the Scrutinizer by the Board of Directors of the Company in their meeting held on 03rd September, 2022 for the purpose of Scrutinizing the remote e-voting as well as e-voting at AGM in fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and also read with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020 & 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020 and January 13, 2021 or such other circulars as may be issued time to time respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the Agenda items mentioned in the notice dated 03rd September, 2022 of the 28th AGM of the members of the Company:-

- i. Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, commenced on Tuesday, September 27, 2022 (9:00 am) and ends on Thursday, September 29, 2022 (5:00 pm) and
- ii. E-voting conducted on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of Orosil Smiths India Limited, held on Friday, the 30th day of September,

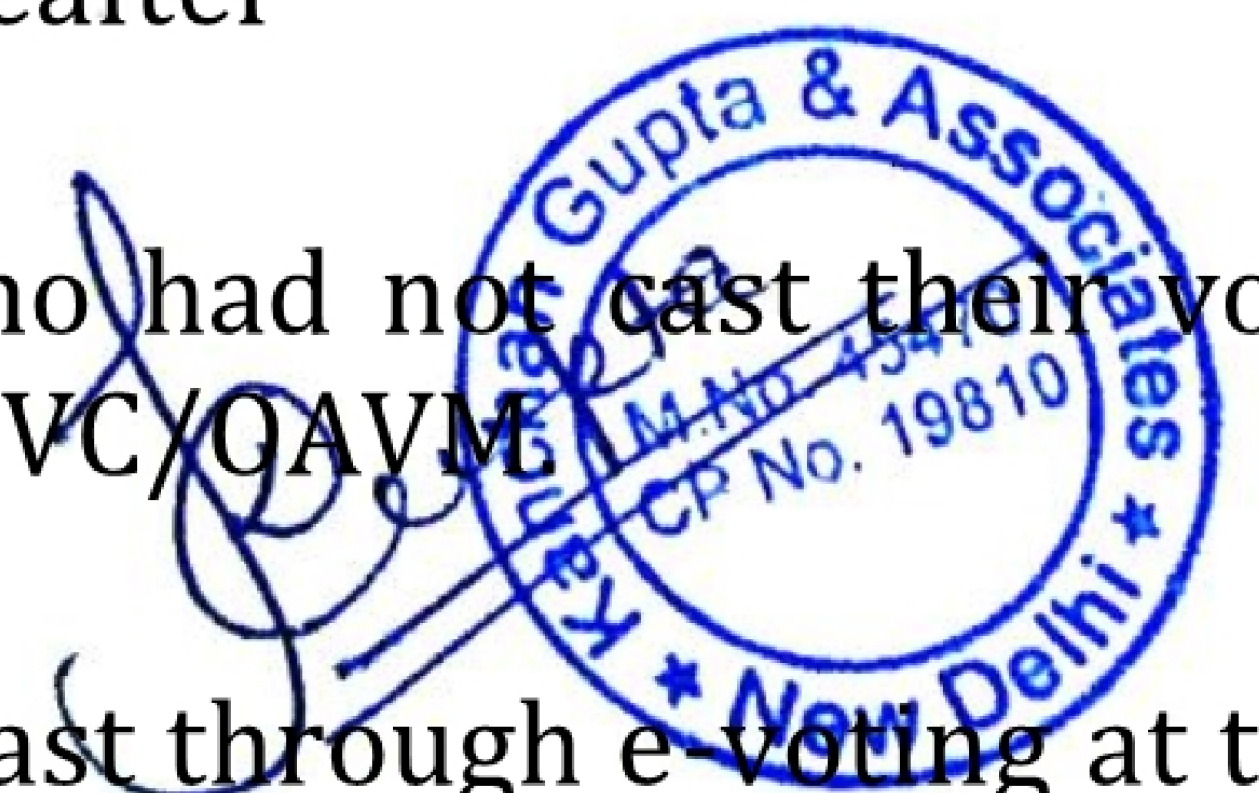
2022, at 12.30 P.M. through Video Conferencing/ other audio visual means ("VC/OAVM"), submit our report as under:-

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions as set out in the Notice of the said AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process during the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions set out in the Notice of the said AGM, based on the reports generated from the e-voting platform/ system provided by the National Securities Depository Limited (NSDL), an agency appointed by the Company for providing and Supervising electronic platform for e-voting.

As informed by' the Management, the Notice dated 03rd September, 2022 convening the said AGM through VC/OAVM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 read with MCA Circulars/ SEBI Circular, were sent through electronic mode to those Members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circulars and SEBI Circular.

We are pleased to submit our report as under, which is comprehensive and self-explanatory in all respect: -

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. In terms of aforesaid MCA Circulars, the Company had sent the notice of AGM and Annual Report in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on Friday, 26th August, 2022.
3. Advertisement was published by the Company in English in Financial Express and in Hindi in Jansatta, Saturday, 09th September, 2022. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Voting rights were reckoned as on Friday, 23rd September, 2022, being the cut-off date for the purpose of deciding the entitlements of members at the e-voting and remote e-voting at the Meeting. The Members of the Company holding shares as on the "cut-off" date, i.e., 23rd September, 2022, were entitled to vote through e-voting and remote e-voting on the resolutions set out at item nos. 1 to 4 of the Notice of the AGM
5. The remote e-voting was open for three days which commenced from Tuesday, 27th September, 2022 (9:00 am IST) and ended on Thursday, 29th September, 2022 (5:00 pm IST) on <https://www.evoting.nsdl.com>. NSDL e-voting platform was disabled thereafter
6. The Company had also provided e-voting facility to those Members who had not cast their vote through remote e-voting and participated / logged-in at the AGM through VC/OAVM
7. On Friday, 30th September, 2022 after the conclusion of AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from



the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses Ms. Priti Pathak and Mr. Prince Shekhawat, who are not in the employment of the Company.

8. We have scrutinized the votes cast through both remote e-voting prior to AGM and e-voting during the AGM, for the purpose of this report.
9. On scrutiny, we report that 63 Shareholders were present in the meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM).
10. Based on the results made available to us, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General Meeting casted by the shareholders, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by us, are as under:

RESULTS:

The details containing interalia, no. of Equity Shareholders, who voted “for”, “against” or “abstain”, if any on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (“NSDL”). Taking into account the report from NSDL and remote e-voting and e-voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 28th AGM dated September 30, 2022 is enclosed;

Recommendation:

On the basis of the scrutiny of the votes cast, all the Resolutions as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority. The Chairman may accordingly declare the combine voting results, as summarized in annexure attached.

**For Kanchan Gupta & Associates
Company Secretaries**



**Kanchan Gupta
ACS 45470,
COP No. 19810**

Date : 03.10.2022

Place: Delhi

UDIN: A045470D001125494

Consolidated Results-

ORDINARY BUSINESS:

1. **ORDINARY RESOLUTION:** To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon

(I) VOTED IN FAVOUR THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	89	31252469	99.9896%
E-voting by shareholders through VC/OAVM at the AGM	1	10000	
Total	90	31262469	99.9896%

(II) VOTED AGAINST THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	12	3237	0.0104%
E-voting by shareholders through VC/OAVM at the AGM	-	-	
Total	12	3237	0.0104%

(III) INVALID VOTES OF THE RESOLUTION:

Mode of Voting	No. of Members/Voters whose votes were declared invalid (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting
Remote E-voting	-	-
E-voting by shareholders through VC/OAVM at the AGM	-	-

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **03rd September, 2022** has been passed with requisite majority.



2. ORDINARY RESOLUTION: To re-appoint Mrs. Rita Narula (DIN: 00006096), who retires by rotation and being eligible, offers herself for re-appointment as a Director

(I) VOTED IN FAVOUR THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	89	31252469	99.9896%
E-voting by shareholders through VC/OAVM at the AGM	1	10000	
Total	90	31262469	99.9896%

(II) VOTED AGAINST THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	12	3237	0.0104%
E-voting by shareholders through VC/OAVM at the AGM			
Total	12	3237	0.0104%

(III) INVALID VOTES OF THE RESOLUTION:

Mode of Voting	No. of Members/Voters whose votes were declared invalid (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting
Remote E-voting	-	-
E-voting by shareholders through VC/OAVM at the AGM	-	-

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **03rd September, 2022** has been passed with requisite majority.

SPECIAL BUSINESS

3. **SPECIAL RESOLUTION: To consider and approve the re-appointment of Mr. Bhushan Kumar Narula (DIN:00003629) as Chairman and Managing Director of the Company**

(I) VOTED IN FAVOUR THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	89	31252469	99.9896%
E-voting by shareholders through VC/OAVM at the AGM	1	10000	
Total	90	31262469	

(II) VOTED AGAINST THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	12	3237	0.0104%
E-voting by shareholders through VC/OAVM at the AGM	-	-	
Total	12	3237	

(III) INVALID VOTES OF THE RESOLUTION:

Mode of Voting	No. of Members/Voters whose votes were declared invalid (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting
Remote E-voting	-	-
E-voting by shareholders through VC/OAVM at the AGM	-	-

Based on the aforesaid results, I report that the **Special Resolution** as contained in **Item No. 3** of the Notice dated **03rd September, 2022** has been passed with requisite majority.



* including the shareholding of Mr. Bhushan Kumar Narula i.e. 70,40,000 Equity Shares interested in the resolution.

4. SPECIAL RESOLUTION: To consider and approve re-appointment of Mrs. Rita Narula (DIN: 00006096), Whole-Time Director of the Company

(I) VOTED IN FAVOUR THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	89	31252469	99.9896%
Voting at AGM – e-voting	1	10000	
Total	90	31262469	99.9896%

(II) VOTED AGAINST THE RESOLUTION:

Mode of Voting	No. of Members/Voters (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting	% of total number of valid votes cast
Remote E-voting	12	3237	0.0104%
Voting at AGM – e-voting	-	-	
Total	12	3237	0.0104%

(III) INVALID VOTES OF THE RESOLUTION:

Mode of Voting	No. of Members/Voters whose votes were declared invalid (Folio No. basis)	No. of votes Cast by them (Shares)-E Voting
Remote E-voting	-	-
Voting at AGM – e-voting	-	-

Based on the aforesaid results, I report that the **Special Resolution** as contained in **Item No. 4** of the Notice dated **03rd September, 2022** has been passed with requisite majority.

* including the shareholding of Mrs. Rita Narula i.e. 62,56,735 Equity Shares interested in the resolution.

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


Mr. Prince Shekhawat


Ms. Priti Pathak

Thanking You
Yours Faithfully

For Kanchan Gupta & Associates
Company Secretaries




Kanchan Gupta
ACS 45470,
COP No. 19810

Date: 03.10.2022

Place: Delhi

UDIN: A045470D001125494

Counter Signed By: -



Bhushan Kumar Narula
Chairman & Managing Director
DIN: 00003629

