



CIN: L74899DL1994PLC059341
Regd. Office: Flat No. 620, Hemkunt Chamber, 89 Nehru Place, New Delhi 110019, India
Corp. Office: A-89, Sector-2, Noida (U.P.) 201301, India
Phone: +91-120-4125476 Email: info@orosil.com Website: www.orosil.com



Ref. OSIL/203/2018-2019

Date: September 05, 2018

To,

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

**SECURITY CODE: 531626
ISIN NO.: INE628B01034**

**Sub: Book Closure and Notice of Annual General Meeting along with Annual Report
for FY 2017-18**

Dear Sir/Madam,

This is to inform that the 24th Annual General Meeting (AGM) of Orosil Smiths India Limited is scheduled to be held on Saturday, September 29, 2018 at 11 a.m. at YWCA of Delhi, Ashoka Road, New Delhi-110001.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a copy of notice of AGM including e-voting instructions is attached. The same is being sent to the shareholders of the Company along with Annual Report.

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, September 23, 2018 to Saturday, September 29, 2018 (Both days inclusive) for the purpose of 24th Annual General Meeting of the Company.

This is for your information and records.

Thanking You,
For OROSIL SMITHS INDIA LIMITED


**Shefali Kesarwani
Company Secretary**



Encl: A/a

Notice

Orosil Smiths India Limited

CIN: L74899DL1994PLC059341
Registered Office: Hemkunt Chambers,
Flat No.620, 89, Nehru Place, New Delhi-110019
Website: www.orosil.com
Email: info@orosil.com, P: 0120-4125476

NOTICE IS HEREBY GIVEN THAT THE 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF OROSIL SMITHS INDIA LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018, AT 11.00 A.M AT YWCA OF DELHI, ASHOKA ROAD, NEW DELHI-110001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors' and Auditors' thereon.

2. RE- APPOINTMENT OF MR. B. K. NARULA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr . Bhushan Kumar Narula (DIN: 00003629), who retires by rotation and being eligible, offers himself for re-appointment.

3. RE-APPOINTMENT OF M/S PNG & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS 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 pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s PNG & Co., Chartered Accountants (Firm Registration No. 021910N), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office for a term of five years from the conclusion of this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2023 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors."

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

**Date: August 14, 2018
Place: New Delhi**

**B.K. Narula
Managing Director
DIN: 00003629
Apartment No. 501, Tower-22,
Common Wealth Games, Village Delhi 110092**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as Proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The instrument appointing the proxy in order to be effective, must be deposited (duly completed, stamped and signed) at the Registered Office of the Company, not less than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form (Form No. MGT-11) is enclosed hereto.
3. Member(s)/Proxies/ Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed to attend the meeting.
4. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed as hereto.
5. The route map showing directions to reach the venue of the Annual General Meeting is enclosed.
6. Corporate member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution to the Company, authorizing the ir representative(s) to attend and vote on their behalf at the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the member at the AGM.
8. The Register of Contracts or Arrangements in which the directors are interested maintained under section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
9. **The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, September 23, 2018 to Saturday, September 29, 2018(both days inclusive).**
10. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Skyline Financial Services Private Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
12. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office and a copy of all documents referred will be available at Corporate Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the Annual General Meeting.
13. Notice of the Meeting and the Annual Report for FY 2017-18 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2017-18 are being sent in the permitted mode.
14. To promote green initiative, members are requested to bring their copies of the Annual Report to the meeting. Members may also note that the Notice of the Meeting and the Annual Report for FY 2017-18 will also be available on company's website www.orosil.com for their download.
15. **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**

16. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at A-89, Sector-2, Noida-201301 at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
17. In case of joint holders attending the Meeting, only such joint holder who is named first in the order of names will be entitled to vote.
18. **SEBI has directed that securities of listed companies can be transferred only in dematerialized w.e.f. December 05, 2018, in view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Members can contact the Company or Skyline Financial Services (P) Ltd. for assistance in this regard.**
19. **Members holding shares in physical mode are required to submit their Permanent Account Number (PAN), bank account details, Email ID and Mobile / Telephone Number to the Company /Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.**

20. Voting through electronic means

- (a) 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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).
- (b) The Facility for voting, through Ballot Paper shall also be made available at the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.
- (c) 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.
- (d) The remote e-voting period commences on Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

21. Instructions for e-voting are as under:

- I. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i). Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder - Login
 - a. Put user ID and password. Click Login.
 - b. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - c. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - d. Select (E-Voting Event Number) of "Orosil Smiths India Limited".

- e. Now you are ready for remote e-voting as Cast Vote page opens.
 - f. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - g. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - h. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - i. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Kanchang0506@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose e mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number) USER ID</u>	<u>PASSWORD/PIN</u>
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 - (ii) Please follow all steps from Sl. No. (b) to Sl. No. (i) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or write an email to evoting@nsdl.co.in or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.*
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, September 22, 2018.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skylinerta.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 22, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. The Company has appointed Ms. Kanchan Gupta (Membership No. ACS 45470), Practicing Company Secretary as Scrutinizer for conducting and scrutinize the voting and e-voting process in fair and transparent manner.
- X The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared along with the Scrutiniser's Report shall be placed on Company's website at www.orosil.com and on the website of NSDL immediately after the result is declared by the chairman or a person authorized by him in writing and the same will be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

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

**Date: August 14, 2018
Place: New Delhi**

**B.K. Narula
Managing Director
DIN: 00003629
Apartment No. 501, Tower-22,
Common Wealth Games, Village Delhi 110092**

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. MR. BHUSHAN KUMAR NARULA (MANAGING DIRECTOR)

Brief Resume:	Mr. Bhushan Kumar Narula was chairman of Jewellery Design & Technology Institute (JDTI), a model institute set up to provide the much-needed skilled professionals to the ever-growing industry, was conceptualized by its parent company Orosil Smiths India Limited and Managing Director of Orosil Smiths India Limited since incorporation with 17 years of experience in relevant field.
Date of Birth/ Age	28.02.1954/ 64 Years
Date of first Appointment:	01.06.1994
Last Drawn Remuneration	Rs.12p.a.
Directorship held in other listed companies	Nil
Membership/Chairmanship of Board Committee in other public companies	Nil
Nature of expertise in specific functional Area	Finance and Jewellery
Disclosure of relationship between directors inter-se	Mr. B.K. Narula is related to Ms. Rita Narula, Whole Time Director of the Company, being his wife and to Mr. Karan Suri, Non-Executive Director of the Company, being his son in law. Except above, he is not related with any other Director or Key Managerial Personnel of the Company
Shareholding in the Company	70,40,000 shares

OROSIL SMITHS INDIA LIMITED

CIN: L74899DL1994PLC059341

Registered office: Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019

Tel: +91-120-2540571, Fax: +91-120-2540578, E-mail: info@orosil.com, W: www.orosil.com

PROXY FORM

(Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1994PLC059341
 Name of Company : OROSIL SMITHS INDIA LIMITED
 Registered Office : Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019
 Name of the member(s) :
 Registered Address :
 Folio No. / Client ID :
 DP ID :
 Email ID :

I/We, being the member(s) of Shares of the above named Company, hereby appoint:

1. Name : E-mail ID:
 Address :
 Signature :or failing him/her
2. Name : E-mail ID:
 Address :
 Signature :or failing him/her
3. Name : E-mail ID:
 Address :
 Signature :or failing him/her

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Saturday, the 29th day of September, 2018 at 11 AM at YWCA of Delhi, Ashoka Road, New Delhi-110001 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	Adoption of Audited Financial Statements of the Company for the Financial Year Ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon		
2.	Re- appointment of Mr. B.K. Narula as a director liable to retire by rotation in terms of Section 152(6) of Companies Act, 2013.		
3.	Re-appointment of M/s PNG & Co., Chartered Accountant as Statutory Auditors of the Company in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder.		

Signed on this..... day of2018.

Signature of Shareholder.....Signature of Proxy holder(s).....

Affix One Rupee Revenue Stamp
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Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) 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. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

OROSIL SMITHS INDIA LIMITED

CIN: L74899DL1994PLC059341

Registered office: Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019

Tel: +91-120-2540571, Fax: +91-120-2540578, E-mail: info@orosil.com, W: www.orosil.com

ATTENDANCE SLIP

24TH ANNUAL GENERAL MEETING ON SATURDAY, 29TH SEPTEMBER, 2018 at 11 A.M

Mr./Mrs./Miss.....
.....

Address

Folio No. (Physical holding) DP ID (Demat holding)..... Client ID.....

No. of Shares held

I/We certify that I am/we are registered Shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company on Saturday, the 29th day of September, 2018 at 11 a.m. at YWCA of Delhi, Ashoka Road, New Delhi - 110001.

[Signature of Shareholders/Proxy(s)]

- Notes: 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2) Member's Signature should be in accordance with the specimen signature registered with the Company.
- 3) Please bring your copy of the Annual Report for reference at the Meeting.

Route Map from Patel Chowk Metro Station

