

Notice

Orosil Smiths India Limited

CIN: L74899DL1994PLC059341 Registered Office: Hemkunt Chambers, Flat. 620, 89, Nehru Place, Delhi-110019

Website: www.orosil.com

Email: info@orosil.com, P: 0120-4125476

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S OROSIL SMITHS INDIA LIMITED WILL BE HELD ON TUESDAY, THE 25TH DAY OF JULY, 2017, 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 ON 31 $^{\rm st}$ 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.

2. 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.

3. APPOINTMENT OF M/S PNG & CO., CHARTERED ACCOUNTANT AS STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

"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 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."

SPECIAL BUSINESS:

4. REGULARIZATION OF ADDITIONAL DIRECTOR - MR. KARAN SURI

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 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, 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."

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

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 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 de emed 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."

6. APPROVAL FOR ALTERATION OF THE CAPITAL CLAUSE IN 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 Special Resolution:-

"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."

By Order of the Board For Orosil Smiths India Limited

Date: May 30, 2017 Place: New Delhi

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

NOTES:

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out above is annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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. Members holding more than 10% of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than forty-eight 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 annexed to this report.

- 3. Members/proxies/ authorized representative should bring duly filed attendance slips enclosed herewith to attend the meeting.
- 4. Route map of venue of Annual General Meeting is attached here for your reference.
- 5. Corporate members are intending to send their authorized representatives to attend the meeting are requested to send certified copy of the board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
- 6. The Register of Directors and Key managerial personnel and their shareholding maintained under section 170(1) of Companies Act, 2013 will be available for inspection by the member at the AGM.
- 7. The Register of contracts or arrangements in which directors are interested maintained under section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
- 8. The Register of Members and Share Transfer Books of the Company shall remain closed from 18th July 2017 to 25th July, 2017 (both days inclusive).
- 9. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi 110 020.
- 10. Electronic copy of the Annual Report and Notice of 23rd Annual General Meeting of the company along with Attendance Slip, Proxy form and instruction of E-voting is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

- 11. To promote green initiative, members are requested to bring their copies of the Annual Report to the meeting. Members may also note that the Annual Report for FY 2016-17 will also be available on company's website "www.orosil.com" for their download.
- 12. With a view to using natural resources responsibility, we request to shareholders to update their e-mail address with their depository participants to enable the company send communication electronically.
- 13. Members seeking any clarification/information relating to Annual Accounts are requested to write at the Registered Office of the Company at-least one week before date of meeting.
- 14. In case of joint shareholders attending the meeting, the members whose name appears as the first holder in order of names as per register of members of the company will be entitled to vote.
- 15. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing obligation and Disclosures Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote 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).
- 16. Facility for voting through ballot paper shall also be made available at the meeting and 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.
- 17. 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.
- 18. The e-voting period commences on Saturday, July 22, 2017 (9:00 am) and ends on Monday, July 24, 2017 (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 July 19, 2017, 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 The cut-off date of e-voting is July 19, 2017.

19. Instructions for e-voting are as under:

I The process and manner of 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
- (iv) Put user ID and password. Click Login.
- (v) 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.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select (E-Voting Event Number) of "Orosil Smiths India Limited
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 navneetlegal@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 email 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:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) 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 <u>www.evoting.nsdl.com</u> 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 Wednesday, July 19, 2017.
- 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. 19.07.2017, 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.

- VI. 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.
- VII. 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. July 19, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot papers.

- VIII. The Company has appointed Ms. Navneet Kaur, proprietor of M/s N. K. Chandok & Associates, Practicing Company Secretary (COP No.: 12930) as Scrutinizer to scrutinize and conduct the voting and e-voting process in fair and transparent manner.
- IX 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.
- X. 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 favor 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.
- VI. The results declared by Chairman 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 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 For Orosil Smiths India Limited

Date: May 30, 2017 Place: New Delhi

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT. 2013

Item No.4

The Board of directors at their meeting held on November 09, 2016 appointed Mr. Karan Suri as additional director of the company in accordance with the provisions of section 161 of Companies Act, 2013 upto the conclusion of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Karan Suri candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Karan Suri on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

The members are further informed that pursuant to 152 or any other applicable provisions of companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 approval of members is required by way of Ordinary Resolution.

Accordingly your board recommends the resolution set out in item no. 4 of the accompanying notice for approval of members of the company by way of Ordinary Resolution.

None of the Director, Manager, Key Managerial Personnel and their relatives is concerned financially or otherwise.

Item No. 5

The Equity Shares of your Company are listed and actively traded on the Bombay Stock Exchange. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable and to improve the liquidity of the company's equity shares in the stock market. the Board of Directors at its Meeting held on 16th May, 2017 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs.5/- (Rupees five) each into 5 (five) Equity Shares of face value of Rs.1/- (Rupee one) each subject to approval of the Members and any other statutory and regulatory approvals as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed in accordance with regulation 42 of listing regulation.

Presently, the authorised Share Capital of your Company is 5,50,00,000 divided into 8823200 Equity Shares Rs.5/- each and 1088400 Preference shares of Rs.10/- each and the paid-up share capital of the Company is Rs. 5,22,00,000 divided into 8263200 Equity Shares Rs.5/- each and 1088400 Preference shares of Rs.10/- each.

There will not be any change in the amount of authorized and paid-up share capital, but the number of equity shares will change to 44116000 and 41316000 equity Shares in the authorised and paid-up share capital of the Company respectively, the approval of shareholders is required by way of ordinary resolution for sub-division of equity shares of the company in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws.

Accordingly your board recommends the resolution set out in item no. 5 of the accompanying notice for approval of members of the company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested in the proposed resolutions.

Item No. 6

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company on the terms set out in Item No. 6 of the Notice to reflect the change in face value of each Equity Share of the Company from existing Rs5/- (Rupees five) each to proposed Rs.1 (Rupee one) each. As per the provision of the section 13 and 61 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company shall be effected only after the approval of the Members by passing an Special Resolution.

Accordingly, the approval of shareholders is required by way of special resolution consequential amendment to the capital clause of the Memorandum of Association of the Company in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws.

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested in the proposed resolutions.

Accordingly the Board recommends the resolutions set out at Item Nos.6 accompanying notice for approval of members of the company by way of Special Resolution.

By Order of the Board For Orosil Smiths India Limited

Date: May 30, 2017 Place: New Delhi

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

Additional Information of Director on Re-appointment under Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

1. Ms. RITA NARULA (WHOLE TIME DIRECTOR)

Brief Resume:

Ms. Rita Narula w/o of Mr. Bhushan Kumar Narula is a Jewellary Designer having a vast experience of 27 years in manufacturing and designing of jewellaries and enriching of knowledge of gems and Stones. She is also involved in Divya Chaya Trust as a convener of school which is being run for last 10 years, and continuously contributing to the company since incorporation.

Nature of expertise in specific functional Area:

Designing of Jewellery and gems and stones

Disclosure of relationship between directors interse:-

No relationship with any other directors except with Mr. Bhushan Kumar Narula, Managing Director of the company as husband.

Names of Listed Entities (other than Orosil) in which Ms. Rita Narula holds the directorship and the committee membership

Nil

Shareholding in the Company

1251347 shares comprising 15.14%

Last Drwan Remuneration:- Rs.5,40,000p.a.

Date of Appointment: 01.06.1994

Date of Birth and Age:- 16.07.1958 and 59 years

2. MR. KARAN SURI

Brief Resume:

Mr. Karan Suri born on $04^{\,\mathrm{th}}$ December 1977, having R/o C 224 Greater Kailash - I New Delhi-110048 is a director of Clamp Shoes Private limited for last 15 years engaged in the business of manufacturing of footwear and footwear components for domestic as well as export further he has done MBA from Symbiosis, Pune.

Nature of expertise in specific functional Area

Business Management and Footwear business

Disclosure of relationship between directors interse:-

No relationship with any other directors except with Mr. Bhushan Kumar Narula and Mrs. Rita Narula Managing Director and whole time director respectively of the company as Son in Law.

Names of Listed Entities (other than Orosil) in which Mr. Karan Suri holds the directorship and the committee membership $\frac{N}{2}$

Nil

Shareholding in the company;-

Nil

Last Drwan Remuneration:-

Nil.

Date of Appointment: 09.11.2016 as additional director

Date of Birth and Age:-

04.12.1977, 39 Years

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 Name of Cor Registered C Name of the Registered A Folio No. / C DP ID Email ID	ffice : Flat No.620, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019 member(s) : ddress :		
I/We, being	he member(s) ofShares of the above named Company, hereby appoint:		
1. Name Address Signatur	:E-mail ID:		
2. Name Address Signatur	:E-mail ID:or failing hin		
3. Name Address	:		
Tuesday, the	roxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23 rd Annual General Meet 25 th day of July, 2017 at 11 AM at YWCA of Delhi, Ashoka Road, New Delhi - 110001 or any adjournm s are indicated below:		
Resolution Number	Description of Resolutions		
Ordinary B	Description of Resolutions	Assent	Dissent
	•	Assent	Dissent
	siness:	Assent	Dissent
1.	siness: Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017	Assent	Dissent
1. 2.	siness: Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of Ms. Rita Narula as a director liable to retire by rotation .	Assent	Dissent
1. 2. 3.	Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of Ms. Rita Narula as a director liable to retire by rotation. Appointment of M/s PNG & Co., chartered Accountant as statutory auditor to fill casual vacancy	Assent	Dissent
1. 2.	Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of Ms. Rita Narula as a director liable to retire by rotation. Appointment of M/s PNG & Co., chartered Accountant as statutory auditor to fill casual vacancy	Assent	Dissent
1. 2. 3. Special Bus	Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of M/s Rita Narula as a director liable to retire by rotation. Appointment of M/s PNG & Co., chartered Accountant as statutory auditor to fill casual vacancy ness:	Assent	Dissent
1. 2. 3. Special Bus 4	Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of Ms. Rita Narula as a director liable to retire by rotation. Appointment of M/s PNG & Co., chartered Accountant as statutory auditor to fill casual vacancy ness: Regularization of Additional Director- Mr. Karan Suri	Assent	Dissent
1. 2. 3. Special Bus 4 5	siness: Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of Ms. Rita Narula as a director liable to retire by rotation. Appointment of M/s PNG & Co., chartered Accountant as statutory auditor to fill casual vacancy ness: Regularization of Additional Director- Mr. Karan Suri Approval For sub-division of One Equity Share of 5/- Each Into 5 Equity Shares of Rs.1/- Each	Assent	Dissent
1. 2. 3. Special Bus 4 5 6	Adoption Of Audited Financial Statements For The Financial Year Ended On 31st March, 2017 Re- appointment of Ms. Rita Narula as a director liable to retire by rotation. Appointment of M/s PNG & Co., chartered Accountant as statutory auditor to fill casual vacancy ness: Regularization of Additional Director- Mr. Karan Suri Approval For sub-division of One Equity Share of 5/- Each Into 5 Equity Shares of Rs.1/- Each Approval for alteration of the capital clause in the memorandum of association of the company	Affix One Rupee Revenue Stamp	Dissent

- 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

23RD ANNUAL GENERAL MEETING ON TUESDAY, 25TH JULY, 2017 at 11 A.M

Mr/Mrs/Miss.
Address
Folio No. (Physical holding)
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 23 rd Annual General Meeting of the Company on Tuesday, the 25 th day of July, 2017 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.

Ker Tolstoy Jantar Mantar Road Jeevan Deep Building Jeevan Tara Building जीवन ताय बिल्डिंग O Patel Chowk O YWCA ऑफ इंडिया... बिल्डिंग State Bank of India National Philatelic Museum By Chow NDCR Police Station कु पुलिस स्टेशन Patel Chowk पटेस चीक M 11 MIN 900 m **№ 9 min** 750 m ... Gurudwara Bangla Sahib YWCA Of Delhi Commission of India अस्योग Election 1810AB AG ्रीकद्वाया बंगला साहिब PA-ADOC

Route Map from Patel Chowk Metro Station