



## Orosil Smiths India Limited

CIN: L74110DL1994PLC059341

Registered Office: Hemkunt Chambers, Flat No. 620, 89, Nehru Place, New Delhi – 110019

Corporate Office: A-89, Sector-2, Noida-201301, Uttar Pradesh

Email ID: [info@orosil.com](mailto:info@orosil.com) || Phone No.: 0120-4125476 || Website: [www.orosil.com](http://www.orosil.com)

### NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

**NOTICE** is hereby given that the **27<sup>th</sup> (Twenty-Seventh) Annual General Meeting ("AGM")** of the members of **Orosil Smiths India Limited** will be held on **Wednesday, the 29<sup>th</sup> day of September, 2021 at 12.00 Noon (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

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

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Bhushan Kumar Narula (DIN: 00003629), who retires by rotation at this AGM and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director (designated as Managing Director & Chairman) of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

- 3. To consider and approve the Revision in payment of Remuneration to Mrs. Rita Narula, Whole-Time Director of the Company**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in partial modification to the earlier resolution passed in this regard by the members of the Company at their 26<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> December, 2020 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded for revision in remuneration of Mrs. Rita Narula (DIN: 00006096), Whole-Time Director, from ₹45,000/- p.m. to ₹75,000/- p.m. (Rupees Seventy-Thousand per month), inclusive of basic salary, perquisites, allowances and other benefits, with effect from 01<sup>st</sup> October, 2021 for the remaining period of her tenure ending on March 31, 2023;

**RESOLVED FURTHER THAT** the consent and ratification of the members of the Company, be and is hereby accorded that Mrs. Rita Narula, Whole-Time Director of the Company, be paid remuneration by way of Salary, Perquisites and allowances up to a maximum of ₹75,000/- per month (Rupees Seventy-Five Thousand per month only) as minimum remuneration for the remaining period in case, the Company has no profits or its profit are inadequate;

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government, from time to time;

**RESOLVED FURTHER THAT** wherein any financial year, during the currency of the tenure of Mrs. Rita Narula as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V to the Companies Act, 2013, as may be amended from time to time;

**RESOLVED FURTHER THAT** except for the aforesaid revision in remuneration, all other terms and conditions of her appointment as Whole-Time Director of the Company, as approved by the resolution passed at the 26<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> December, 2020 shall remain unchanged;

**RESOLVED FURTHER THAT** the Board of Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

#### 4. Authority to enter into Material Related Party Contracts/ Arrangements/ Transactions

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the members of the Company, be and is hereby accorded to the Board of Directors and/ or Audit Committee, to enter into one or more contracts / arrangements / transactions, with the following related parties for the amounts stated hereunder:

S. No.	Name of the Related Party	Estimated Aggregate Amount of Transactions (In Lakhs)
1.	Mr. Bhushan Kumar Narula	₹50
2.	Mrs. Rita Narula	₹50
3.	Ms. SidhiNarula	₹30
4.	Ms. Ridhiiee Suuri	₹30
5.	BK Narula HUF	₹50
6.	Xtrems Retails Private Limited	₹40
7.	Sridhi Infra Private Limited	₹20
8.	Sukarma Finance Limited	₹20
9.	Clamp Shoes Private Limited	₹35

during the Financial Year 2021-22 on such terms and conditions as may be mutually agreed upon between the Company and the related party/ ies;

**RESOLVED FURTHER THAT** the Board of Directors/ the Audit Committee of the Company, be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services etc. to be transacted with related parties within the aforesaid limits;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution.”

**5. Ratification of Material Related Party Transactions to lease out the Office Space at the Corporate Office of the Company to Clamp Shoes Private Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Company’s Policy on Related Party Transaction(s), the approval of the members of the Company, be and is hereby accorded for ratification of transaction with Clamp Shoes Private limited, regarding leasing of office space in the premises of the Corporate Office of the Company situated at A-89, Sector-2, Noida-201301 Uttar Pradesh, at a monthly rent of ₹2,00,000/ (Rupees Two Lakhs only) along with other expenses and upon such other terms and conditions set out in the Rent Agreement w.e.f. 01<sup>st</sup> July, 2021 (for eleven months), which exceeds the limit of materiality as defined;

**RESOLVED FURTHER THAT** all actions taken in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution.”

**Registered Office:**

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

Date: 18<sup>th</sup> August, 2021  
Place: Noida

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

**Dinky Bansal  
(Company Secretary)  
ACS: 58858**

**Notes:**

1. In view of the prevailing lockdown situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 read with Circular No. 02/2021 dated January 13, 2021 (collectively referred to as the **“MCA Circulars”**), has permitted Companies to hold their Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for the calendar year 2020 and 2021, without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (the **“Act”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), MCA Circulars and circular dated 15<sup>th</sup> January, 2021 read with 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India (collectively referred to as the **“SEBI Circulars”**), the 27<sup>th</sup> AGM of the Company is being held through VC / OAVM Facility. The detailed procedure for participating in the through VC/OAVM Facility is mentioned hereunder in this notice. The deemed venue for the 27<sup>th</sup>AGM shall be the Registered Office of the Company.

In terms of the MCA Circulars and SEBI Circular, the Notice of the 27<sup>th</sup> AGM will be available on the website of the Company at [www.orosil.com](http://www.orosil.com), on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars and the SEBI Circulars through VC / OAVM Facility, physical attendance of Members has been dispensed with.

However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the Body Corporate, President of India or the Governor of a State can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Accordingly, the facility for appointment of proxies by the Members will not be available for the 27<sup>th</sup> AGM of the Company and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.

2. Attendance of the Members of the Company, participating in the 27<sup>th</sup> AGM through VC / OAVM Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. 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), Regulation 44 of the SEBI Listing Regulations read with the MCA Circulars and the SEBI Circulars, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 27<sup>th</sup> AGM and facility for those Members participating in the 27<sup>th</sup> AGM to cast vote through e-Voting system during the 27<sup>th</sup> AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 27<sup>th</sup> AGM will be provided by NSDL.

4. M/s. PNG & Co., Chartered Accountants (Firm Registration No. 021910N), Statutory Auditors, were appointed to hold office from the conclusion of the 24<sup>th</sup> Annual General Meeting for a term of consecutive five years till conclusion of the 29<sup>th</sup> Annual General Meeting.

The ratification of their appointment, pursuant to Section 139 of the Act, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, such item has not been included in this AGM Notice.

5. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") of the persons seeking re-appointment as Director and revision in Remuneration under Item No. 2 & 3 of the Notice, respectively, are also attached. The Company has received relevant disclosures / consents from the Director seeking re-appointment and/ or increase in remuneration.
6. An Explanatory Statement pursuant to Section 102 of the Act relating to special businesses to be transacted at the meeting is annexed hereto.
7. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, 22<sup>nd</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (both days inclusive)** for the purpose of 27<sup>th</sup> AGM of the Company.
8. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members 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 are requested to submit their PAN details to the Registrar.

9. **SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after March 31, 2019, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.**
10. Pursuant to the MCA Circulars and the SEBI Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 27<sup>th</sup> AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for financial year ended 31<sup>st</sup> March 2021, are being sent only by email to the Members. Members who have not registered their email addresses with the Company or with their respective Depository Participant/s and who wish to receive the Notice of the 27<sup>th</sup> AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can now register for the same by submitting a duly filled-in request form mentioning their folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhaar Card) supporting the registered address of the Member, by email to the Company/ Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
11. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Wednesday, 22<sup>nd</sup> September, 2021** and as per the Register of Members of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
12. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **23<sup>rd</sup> September, 2021** through email on [cs@orosil.com](mailto:cs@orosil.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to [cs@orosil.com](mailto:cs@orosil.com).
15. The Company has appointed Ms. Navneet Kaur, Proprietor of N K Chandok & Associates, (ICSI Membership No. 10055), Practicing Company Secretary as Scrutinizer for conducting and scrutinize the voting and e-voting process in fair and transparent manner.
16. The Scrutinizer shall after the conclusion of voting at the general meeting, first download the votes cast at the AGM and then will 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 48 Hours 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.
17. The results declared along with the Scrutinizer's Report shall be placed on Company's website at [www.orosil.com](http://www.orosil.com) 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 BSE Limited (BSE) where the shares of the Company are listed.
18. Since, 27<sup>th</sup> AGM of the Company will be held through VC / OAVM Facility, therefore Route Map is not annexed to this Notice.



**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**ITEM NO. 3**

Mrs. Rita Narula was appointed as Whole-Time Director of the Company with effect from April 01, 2020 for a period of 3 years by the Board at their meeting held on 10<sup>th</sup> February, 2020 and by members of the Company at the 26<sup>th</sup> Annual General Meeting of the shareholders held on December 30, 2020.

In terms of the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made there under and the Articles of Association of the Company, revision in the remuneration of Mrs. Rita Narula, Whole-Time Director of the Company requires approval of the shareholders by way of a special resolution.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mrs. Rita Narula, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on August 18, 2021, has approved the remuneration of Mrs. Rita Narula, Whole-Time Director, w.e.f. October 01, 2021 for the remaining period of her tenure i.e. up to March 31, 2023, subject to the approval of shareholders, as set out in the resolution at item no. 3 of the accompanying Notice.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mrs. Narula as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to her by way of salary, perquisites and allowances as specified in the resolution being item no. 3 of the accompanying Notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V to the Act, as may be amended from time to time.

In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act, which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of Section II, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on August 18, 2021, has already approved the above remuneration payable to Mrs. Narula, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions Section 197 and Schedule V to the Act.

Except for the aforesaid revision in remuneration, all other terms and conditions of her appointment as Whole-Time Director of the Company as approved by the members of the Company shall remain unchanged.

Considering Mrs. Narula experience in industry, and the trend in the industry, the terms of her remuneration are considered to be fair, just and reasonable and are commended for your approval.

Except Mr. B K Narula, Managing Director, her husband and Mr. Karan Suri, Non-Executive Non-Independent Director, her relative, none of the other Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the said resolution.

The Board commends the special resolution set out at item no. 3 of the accompanying Notice for the approval by the members.

**ITEM NO. 4**

The Company enters into transactions for sale / purchase of goods / services / allocating common corporate expenditure with:

S. No.	Name of the Related Party
1.	Mr. Bhushan Kumar Narula
2.	Mrs. Rita Narula
3.	Ms. Sidhi Narula
4.	Ms. Ridhiiee Suuri
5.	BK Narula HUF
6.	Xtrems Retails Private Limited
7.	Sridhi Infra Private Limited
8.	Sukarma Finance Limited
9.	Clamp Shoes Private Limited

These are 'related parties' of the Company in terms of the provisions of Section 2(76) of the Companies Act, 2013 (the "Act") or Indian Accounting Standards ("IND-AS").

In terms of first proviso to Section 188 of the Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the contracts or arrangements exceeding the sums as may be prescribed and not in the ordinary course of its business and/or not on arm's length basis, shall be approved by the shareholders of the Company.

Your Directors recommend the resolution set out at item no. 4 as an ordinary resolution to the members for their approval.

Provided that the related parties along with their relatives are deemed to be concerned or interested in the resolution set out as item no. 4 of this Notice to the extent of their directorship, shareholding or interest, if any, in the Company and/ or in the referred 'Related Parties'.

However, the details of the directorship, shareholding, concern and interest is provided in annexure as attached to this notice as "**Annexure-I**".

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

**ITEM NO. 5**

Clamp Shoes Private Limited ("CSPL"), one of the related party of the Company and has taken on lease office space in the premises of the Corporate Office of the Company situated at A-89, Sector-2, Noida-201301, Uttar Pradesh, w.e.f. July 01, 2021.

As, the said transaction is exceeding the limits as specified in Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board & its Power) Rules, 2014 and not in Ordinary Course of Business. Accordingly, the same is required to be approved and ratified by the shareholders of the Company, by way of an ordinary resolution.

The Audit Committee and the Board of Directors of the Company ratified the same at their respective meetings held on August 18, 2021.

Provided that the related parties along with their relatives are deemed to be concerned or interested in the resolution set out as item no. 5 of this Notice to the extent of their directorship, shareholding or interest, if any, in the Company and/ or in the referred 'Related Parties'.

However, the details of the directorship, shareholding, concern and interest is provided in annexure as attached to this notice as “**Annexure-I**”.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an ordinary resolution.

**Registered Office:**

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

Date: 18<sup>th</sup> August, 2021  
Place: Noida

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

**Dinky Bansal  
(Company Secretary)  
ACS: 58858**



**ANNEXURE-I TO THE NOTICE**

**Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for Item Nos. 2 & 3:**

Brief Profile of director who retire by rotation and eligible for re- appointment:

<b>Name:</b>	<b>Mr. Bhushan Kumar Narula</b>
<b>DIN:</b>	00003629
<b>Designation:</b>	Chairman & Managing Director
<b>Qualification &amp; Brief Resume:</b>	Mr. Bhushan Kumar Narula, is a Graduate and was Chairman of jewelry Design & Technology Institute (JDTI) a model institute set up to provide the much needed skilled professionals to the ever growing industries, was conceptualized by its parent Company Orosil Smiths India Limited. He is also the Managing Director of Orosil Smiths India Limited since incorporation with vast experience in the relevant field. He has experience of around 26 years in the said field. Accordingly, his appointment is recommended as it is felt that his association as Managing Director would be of immense benefit and in the best interest of the Company.
<b>Date of Birth/ Age:</b>	28/02/1954; 67 Years
<b>Date of first Appointment:</b>	01/06/1994
<b>Terms and conditions of appointment &amp; remuneration:</b>	The present resolution seeks approval of the Members for reappointment of Mr. Narula as a Director liable to retire by rotation.  Please note that the terms and conditions of appointment of Mr. Narula as Chairman & Managing Director have been approved by the members at the 26 <sup>th</sup> AGM held on 30 <sup>th</sup> December, 2020.
<b>Last Drawn Remuneration:</b>	₹30,000/- per month
<b>Directorship held in other Listed Companies</b>	NIL
<b>Membership/Chairmanship of Board Committee in other Listed Companies #</b>	NIL
<b>Nature of expertise in specific functional Area</b>	Finance and Jewellery
<b>Disclosure of relationship between directors inter-se</b>	➤ Mrs. Rita Narula, Whole Time Director, Spouse. ➤ Mr. Karan Suri, Non-Executive Director, Son-in-law.  Except above, he is not related with any other Director or Key Managerial Personnel of the Company.
<b>Shareholding in the Company</b>	70,40,000 equity shares (17.04%) (Significant Beneficial Interest of 49% (approx.))
<b>Number of Board Meetings held/ attended during the year</b>	8/8

# Only two committees i.e. Audit Committee and Stakeholders' Relationship Committee have been considered as per provisions of Regulation 26 of the SEBI (LODR) Regulations, 2015.

**Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013**

<b>I. <u>General Information:</u></b>		
<b>Nature of Industry:</b>	<p>Trading &amp; Manufacturing</p> <p>The Company is engaged in the business of Jewellery. However, the Company has amended its MOA for expanding the business in Textile too.</p> <p>The Company is still looking for more opportunities.</p>	
<b>Date or expected date of Commencement of Commercial production</b>	Commercial operations commenced in the year 1994.	
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	NA	
<b>Financial performance based on given indicators:</b>	Particulars	FY 2020-21 (₹ in Lakh)
	Paid-Up Capital	522
	Reserve & Surplus	(265.28)
	Total Revenue from Operations	49.93
	Total Expenses	85.28
	<b>Profit before Tax</b>	<b>(40.43)</b>
	Tax Expenses including Deferred Tax	-
	<b>Profit after Tax</b>	<b>(40.43)</b>
<b>II. <u>Information about Mrs. Rita Narula</u></b>		
<b>Background details:</b>	<p>Mrs. Rita Narula has been on the board of the company since 1994. She is having a vast experience of approximately 30 years in manufacturing and designing of jewellery and enriching knowledge of Gems and Stones.</p> <p>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.</p>	
<b>Brief Resume:</b>	<p>Mrs. Rita Narula w/o of Mr. Bhushan Kumar Narula is a Jewellery Designer having a vast experience of approximately 30 years in manufacturing and designing of jewellery and enriching 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.</p>	
<b>Past Remuneration (per month):</b>	₹45,000/- per month.	
<b>Job profile and suitability</b>	<p>As a Whole Time Director, Mrs. Rita Narula, is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them him by the Board.</p>	

	Mrs. Narula is of proven caliber and skill and are having wide ranging experience in the industry. Mrs. Narula, shall have all powers and duties as the Board may determine from time to time.
<b>Remuneration proposed</b>	₹75,000/- per month.
<b>Date of Birth/ Age</b>	16/07/1958; 63 years
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of her origin)</b>	<p>The remuneration proposed to be paid to Mrs. Rita Narula, Whole-time Director is purely based on merit.</p> <p>Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mrs. Rita Narula before recommending the remuneration as proposed hereinabove.</p>
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel <sup>1</sup>(or other director), if any</b>	<p>Besides the remuneration, Mrs. Narula does not receive any pecuniary benefit from the Company; except certain transactions on Arm Length Basis as specified in Notes to Financial Statements annexed with the report.</p> <p>Mrs. Narula, is related to Mr. BK Narula and Mr. Karan Suri, as relative. Mrs. Narula, belongs to the Promoter Group. The shareholding of Mrs. Rita Narula holds 62,56,735 equity shares (15.14%) and Significant Beneficial Owner of 45% (approx.) in the paid-up share capital of the Company.</p>
<b><i>III. Other Information</i></b>	
<b>Reasons of loss or in adequate Profits</b>	At present due to COVID-19, the Company is running in loss due to lower sales and high operating expenses.
<b>Steps taken or proposed to be taken for improvement</b>	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the Company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
<b>Expected increase in productivity and profits in measurable terms</b>	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

**ANNEXURE-II TO THE NOTICE**

**Information required under the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (for the Item No. 4 & 5 of this Notice):**

S. No.	Name of the Related Party	Name of the Director or Key Managerial Personnel who is related	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important to take a decision on the proposed resolution
1.	Mr. BK Narula	Mr. B K Narula, Managing Director;	Mr. B K Narula and Mrs. Rita Narula being husband & Wife;	As specified in the resolutions at Item No. 4 & 5 of this Notice.	Transactions may or may not be at arms' length and/ or ordinary course of business.
2.	Mrs. Rita Narula	Mrs. Rita Narula, Whole-Time Director;	Mr. Karan Suri, being their Son-in-Law		
4.	Mrs. Ridhiiee Suri	Mr. Karan Suri, Non-Executive Non-Independent Director	Daughter of Mr. BK Narula, Managing Director and Mrs. Rita Narula, Whole Time Director; Mr. Karan Suri, being her Spouse		
3.	Mr. Sidhi Narula	Mr. B K Narula, Managing Director; Mrs. Rita Narula, Whole-Time Director;	Daughter of Mr. BK Narula, Managing Director and Mrs. Rita Narula, Whole Time Director		
4.	B K Narula HUF	Mr. B K Narula, Managing Director; Mrs. Rita Narula, Whole-Time Director;	Mr. BK Narula, Managing Director and Mrs. Rita Narula, Whole Time Director are Member of HUF		
5.	Xtrems Retails Private Limited	Mr. B K Narula, Managing Director;	Mr. BK Narula, Managing Director and Mrs. Rita Narula, Whole-Time Director are the Directors and Shareholders, holding more than 2% of its paid-up share capital along with their relatives;		
	Sridhi Infra Private Limited	Mrs. Rita Narula, Whole-Time Director;			
	Sukarma Finance Limited	Mr. Karan Suri, Non-Executive Non-Independent Director	Also, Mr. Karan Suri, being their Son-In-Law		
6.	Clamp Shoes Private Limited	Mr. B K Narula, Managing Director; Mrs. Rita Narula, Whole-Time Director; Mr. Karan Suri, Non-Executive Non-Independent Director	Mr. Karan Suri is one of the Directors & Shareholders in CSPL and Mr. & Mrs. Narula, being his in-laws		



## **INSTRUCTIONS FOR E-VOTING:**

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 and MCA Circulars 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).

Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Sunday, 26<sup>th</sup> September, 2021 at 09:00 A.M. and ends on Tuesday, 28<sup>th</sup> September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September, 2021 may cast their vote electronically.**

**The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September, 2021.**

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will

	<p>prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at:</li> </ol>



	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [navneetlegal@gmail.com](mailto:navneetlegal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address [cs@orosil.com](mailto:cs@orosil.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@orosil.com](mailto:cs@orosil.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@orosil.com](mailto:cs@orosil.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@orosil.com](mailto:cs@orosil.com). The same will be replied by the company suitably.

***Instructions for Shareholders to Speak during the Annual General Meeting:***

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@orosil.com](mailto:cs@orosil.com), at least 7 days in-advance.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company. The same will be replied by the company suitably.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name for speaking.

**FOR ATTENTION OF SHAREHOLDERS**

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 27<sup>th</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning the name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company [cs@orosil.com](mailto:cs@orosil.com).

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning their name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company [cs@orosil.com](mailto:cs@orosil.com).

2. 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.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time. Members can send their requests, if any, to [cs@orosil.com](mailto:cs@orosil.com) and [info@skylinerta.com](mailto:info@skylinerta.com).

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
4. The Company's equity shares are compulsorily traded in dematerialized form by all investors. Shareholders are requested to get the shares dematerialized in their own interest.

5. The Company has an Email Id. [cs@orosil.com](mailto:cs@orosil.com), which is being used for the purpose of redressing the complaints of the investors.
6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
7. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8 February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he /she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more or refer the provisions as amended. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any member holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted timeframe.
8. **Mandatory updating of PAN and Bank details against your physical holding:**

The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, mandated that the companies through their Registrar and Transfer Agents ("RTA") should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration/updating.

You are therefore requested to submit the following to update the records:

- KYC Format duly filled in and signed by the shareholder/ or all the shareholders (in case of Joint holders).
- Self-attested copy of PAN Card of the shareholder/ or all the shareholders.
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the shareholder/ or first holder.
- Address proof (self-attested Aadhar-card) of the shareholder/ or first holder.
- Any change in the name of the holders.

*Note: You are requested to ignore this communication if you have already updated you details with RTA / Company.*