



# N. K. Chandok & Associates

## Company Secretaries

Off: C-49, Bali Nagar, New Delhi-110015  
Ph. 011-25118677, 09650250312 Email: navneetlegal@gmail.com

### FORM NO. MGT-13

#### Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014, as amended]*

To,  
Mr. B.K.Narula  
The Chairman of  
Twentieth Annual General Meeting of Shareholders of  
**OROSIL SMITHS INDIA LIMITED**  
Held on Saturday, the 27th September, 2014 at 11.00 a.m. at  
YWCA of Delhi, Ashoka Road, New Delhi-110001.

Dear Sir,

I, Navneet kaur of M/s. N.K.Chandok & Associates, Company Secretaries, was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached, at the twentieth Annual General Meeting of the Equity Shareholders of **OROSIL SMITHS INDIA LIMITED** Held on Saturday, the 27th September, 2014 at 11.00 a.m. at YWCA of Delhi, Ashoka Road, New Delhi-110001, submit my report as under:

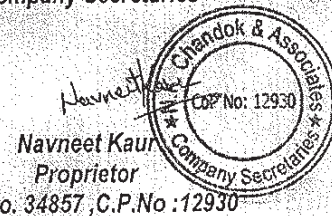
1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witness viz Ms. Sonia Gupta and Ms. Malti Prasad, both are not in employment of the Company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately, if any.
4. The Result of the Poll is as per annexure attached herewith.
5. The list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company for keeping under safe custody.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through poll on the resolutions contained in the notice for the twentieth Annual General Meeting of the members of the Company. My responsibility as a scrutiner for the poll process is restricted to make a scrutiner's report of the votes cast "in favour" or "against" the resolutions stated in the notice of the AGM.

Thanking You ,

Yours Faithfully,

For N. K. Chandok & Associates  
Company Secretaries



Navneet Kaur  
Proprietor

A.C.S. No. 34857, C.P.No : 12930

Place: New Delhi  
Date: September 30, 2014

## Annexure to the Scrutinizer's Report

### Consolidated Result of Voting through Electronic Means and Physical Ballot Forms:

Sr. No	Resolution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes				Invalid Votes			
				Voting in Favour (Assent)		Voting Against (Dissent)		No. of Members Voting	No. of Votes Casted	No. of Members Voting	No. of Votes Casted
1	1	Adoption of Audited Annual Accounts for the financial year ended 31.03.2014	Ordinary	No. of Members Voting 14	No. of Votes Casted 265678	% of valid votes 100.00	No. of Members Voting 0	No. of Votes Casted 0	% of valid votes 0.00	No. of Members Voting 0	No. of Votes Casted 0
2	2	Re-appointment of Mr. B.K. Narula as Director who is liable to retire by rotation	Ordinary	13	265588	99.97	1	90	0.03	0	0
3	3	Appointment of M/s Aggarwal Aman & Associates, Chartered Accountants as Statutory Auditors of the Company	Ordinary	13	265588	99.97	1	90	0.03	0	0
4	4	Appointment of Ms. Bhavana Sampath Kumar an Independent Director	Ordinary	13	265588	99.97	1	90	0.03	0	0



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## Report of Scrutinizer in respect of E-Voting Process

*[Pursuant to Section 107, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended]*

23<sup>rd</sup> September, 2014

To

**Mr. B.K.Narula**

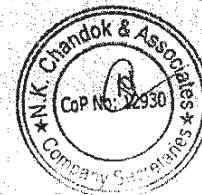
The Chairman & Managing Director

Of Twentieth Annual General Meeting of Shareholders of **OROSIL SMITHS INDIA LIMITED** (Formerly known as Silver Smith India Limited) to be held on **Saturday, the 27th September, 2014**, (11 A.M.) at YWCA of Delhi, Ashoka Road, New Delhi-110001

Dear Sir,

**Re: Scrutinizer's Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20(3) (xi) of the Companies (Management & Administration) Rules, 2014.**

I, Navneet Kaur of M/s N. K. Chandok & Associates, Company Secretaries have been appointed by the Board of Directors of **OROSIL SMITHS INDIA LIMITED** as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014.





1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 20<sup>th</sup> Annual General Meeting of the Company. My Responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provide by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The members of the Company as on cut-off date i.e, 29th August, 2014 were entitled to vote on the resolutions (as set out in the notice of 20th Annual General Meeting of the company)
3. **The e-voting period commenced on Wednesday, September 17, 2014 (9:00 AM) and ends on Friday, September 19, 2014 (6:00 PM).**
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 19<sup>th</sup> September, 2014(6:00 PM) the NSDL portal was blocked for voting.
5. The votes cast were unblocked on Saturday, 19<sup>th</sup> September, 2014 in the presence of two witnesses Ms. Malti Prasad and Ms. Sonia Gupta who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



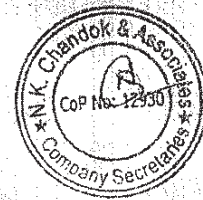
Name: Ms. MALTI PRASAD

Signature: 

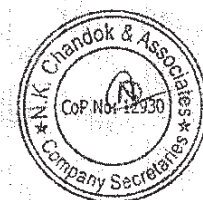
Name: Ms. SONIA GUPTA

Signature: 

6. The register has been maintained electronically to record the assent, or dissent, received, mentioning the particulars of name, address, folio number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
8. The details containing, inter alia, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of National Securities Depository Limited i.e, <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:



Sr. No	Resolution No. as given in the Notice of 20 <sup>th</sup> Annual General Meeting		Particulars of E-voting cast			Result Declared
			Members e-voting			
			No. of members e-voted	No of e-votes Cast by them	% of total no. of e-votes cast	
	<b>Ordinary Business</b>					
1.	<b>Adoption of balance sheet:</b> To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.	Votes Cast in Favour	1	90	100%	<b>Approved by Requisite Majority</b>
		Votes Cast Against	0	0	0%	
		Votes cast Invalid	0	0	0%	
		<b>Total</b>	<b>1</b>	<b>90</b>	<b>100%</b>	
2.	<b>Appointment of director Retiring by Rotation:-</b> To appoint a director in place of Mr. Bhushan Kumar Narula (holding DIN: 00003629), who retires by rotation and being eligible, offers himself for re-appointment.	Votes Cast in Favour	0	0	0%	<b>Resolution Rejected</b>
		Votes Cast Against	1	90	100%	
		Votes cast Invalid	0	0	0%	
		<b>Total</b>	<b>1</b>	<b>90</b>	<b>100%</b>	
3.	<b>Appointment of Statutory Auditors:-</b> M/s Aggarwal Aman & Associates LLP, Chartered Accountants	Votes Cast in Favour	0	0	0%	<b>Resolution Rejected</b>
		Votes Cast	1	90	100%	





(Firm Registration No. 023479N) be and are hereby appointed as Statutory Auditors of the company .	Against				
	Votes cast	0	0	0%	
	Invalid				
<b>Total</b>		<b>1</b>	<b>90</b>	<b>100%</b>	

<b>Special Business</b>					
1. <b>Appointment of Independent Director:</b> The Board has recommended the appointment of Ms. Bhawana Sampath Kumar (DIN 05260084), as independent director in compliance with the requirement of Sec 149 of the Company Act 2013.	Votes Cast in Favour	0	0	0%	<b>Resolution Rejected</b>
	Votes Cast Against	1	90	100%	
	Votes cast Invalid	0	0	0%	
	<b>Total</b>	<b>1</b>	<b>90</b>	<b>100%</b>	

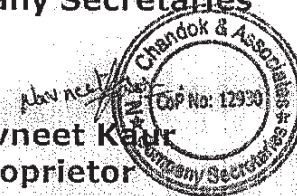
The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You ,

Yours Faithfully,

**For N. K. Chandok & Associates  
Company Secretaries**

Navneet Kaur  
Proprietor



Place: New Delhi

Date: September 23, 2014 A.C.S. No. 34857 C.P.No :12930