



CIN: L74110DL1994PLC059341

Regd. Office: Flat No. 906, Arunachal Building, 19, Barakhamba Road, New Delhi 110001, India

Corp. Office: A-89, Sector-2, Noida (U.P.) 201301, India

Phone: +91-120-4125476 Email: info@orosil.com Website: www.orosil.com



Date: - 04/09/2023

To  
The Stock Exchange, Mumbai  
Corporate Relationship Department  
Rotunda Building  
PJ Towers, Dalal Street Fort  
Mumbai -400 001

**Scrip Code: -531626.**

**Dear Sir/ Mam,**

**Sub: - Annual Report for F.Y 2022-23**

In terms of Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulations,2015, we are hereby enclosing the Annual Report of the Company for the F.Y 2022-23.

The aforesaid documents are being dispatched electronically to those shareholders/ Members whose Email id are Registered with Company/ skyline Financial Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company and the Depositories viz. the National Securities Depository Ltd. And Central Depository Services (India) Ltd.

The Notice of the AGM and Annual Report is also being uploaded on the Company's website and can be accessed at www. <https://orosil.com/pages/investor-annual-report>.

This is for your Information and Records please

Thanking You,  
Yours Faithfully

For **Orosil Smiths India Limited**

Priyanka Sharma  
Company Secretary & Compliance officer

Membership No. A32848



**Priyanka Sharma**  
**(Company Secretary)**



# ANNUAL REPORT

## 2022-23

**OROSIL SMITHS INDIA LIMITED**

**CIN: L74110DL1994PLC059341**

**OROSIL SMITHS INDIA LIMITED**  
**Wednesday, 27<sup>th</sup> September ,2023, (12:30 P.M.)**

**YWCA OF DELHI, ASHOKA ROAD, NEW DELHI-110001**

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**BOARD OF DIRECTORS:**

Mr. Bhushan Kumar Narula	Managing Director
Mrs. Rita Narula	Whole Time Director
Ms. Bhavana Sampath Kumar	Non Executive Independent Director
Mr. Vineet Aggarwal	Non Executive Independent Director
Mr. Karan Suri	Non Executive Director

**KEY MANAGERIAL PERSONNEL:**

Mr. Bhushan Kumar Narula	Managing Director
Mr. Chandar Prakash	Chief Financial Officer (CFO)
Ms. Priyanka Sharma	Company Secretary (CS)

**AUDITORS:**

M/s PNG & Co.  
Chartered Accountants,  
Firm Registration No. 021910N  
1207, New Delhi House, 27, Barakhamba Road, New Delhi-110001

**REGISTERED OFFICE :**

Flat No.906, 9<sup>th</sup> Floor, 19, Barakhamba Road, New Delhi-110001

**CORPORATE OFFICE:**

A-89, Sector-2, Noida-201301.

**LISTED WITH STOCK EXCHANGE:**

Bombay Stock Exchange Limited  
Corporation Relationship Department  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, PJ Towers,  
Dalal Street, Fort Mumbai 400001

**BANKER :**

HDFC Bank Limited  
Bank of Baroda  
Canara Bank

**REGISTRAR & SHARE TRANSFER AGENT**

M/s Skyline Financial Services Private Limited  
D-153 A, Okhla Industrial Area, Phase-I, New Delhi -110002

## Orosil Smiths India Limited

CIN: L74110DL1994PLC059341

**Registered Office:** Flat No.906, 9<sup>th</sup> Floor, Arunachal Building,19, Barakhamba Road, New Delhi-110001

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

**Email ID :** info@orosil.com | **Phone No. :** 011-44124585 | **Website :** www.orosil.com

### NOTICE

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

NOTICE is hereby given that the 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting ("AGM") of the members of Orosil Smiths India Limited will be held on Wednesday, September 27, 2023 at 12.30 P.M. (IST) at YWCA of Delhi Ashoka Road, New Delhi to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 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, 2023 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

- To re-appoint Mr. Karan Suri (DIN: 01193500), who retires by rotation and being eligible, offers herself 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. Karan Suri (DIN: 01193500), who retires by rotation at this AGM and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director( Non-Executive Director ) of the Company, liable to retire by rotation."

- APPOINTMENT OF M/S D M A R K S & ASSOCIATES CHARTERED ACCOUNTANT AS STATUTORY AUDITOR**

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 and Section 142 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 D M A R K S & Associates , Chartered Accountants (Firm Registration No. 006413N) be and is hereby appointed as statutory auditor of the company for the first term of Five Consecutive Years, Who shall hold office from the Conclusion of this 29<sup>th</sup> AGM till the Conclusion of 34<sup>th</sup> AGM to be held in the Year 2028, at such remuneration as may be fixed by the Board of Directors of the Company ."

Orosil Smiths India Ltd.

CIN- L74110DL1994PLC059341

Flat No.906, 9<sup>th</sup> Floor, Arunachal Building

19, Barakhamba Road, New Delhi-110001.

Tel: 91 011 44124585

www.orosil.com

September 01,2023

By Order of the Board of Directors  
FOR Orosil Smiths India Ltd.

Sd/-

Priyanka Sharma  
Company Secretary

**NOTES:**

1. 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 September 21<sup>st</sup>, 2023 to 27<sup>th</sup> September, 2023 (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 29<sup>th</sup> 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 2022-23 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 Sunday, September 24<sup>th</sup>, 2023 (9:00 am) and ends on Tuesday, September 26<sup>th</sup>, 2023, (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20<sup>th</sup>, 2023 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.

#### 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 [kishore.ved@gmail.com](mailto:kishore.ved@gmail.com) to 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.

Please note the following:

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.

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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the 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

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or call at 022 - 4886 7000 and 022 - 2499 7000

19. 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.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 20, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot papers.

21. The Company has appointed Mr. Upender Jaoo of M/s Upender Jajoo & Associates, Practicing Company Secretary (COP No.: 14336) as Scrutinizer to scrutinize and conduct the voting and e-voting process in fair and transparent manner.
22. 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.
23. 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.
24. The results declared by Chairman along with the Scrutiniser's Report shall be placed on Company's website at [www.orosil.com](http://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.

Orosil Smiths India Ltd.  
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 19, Barakhamba Road, New Delhi-110001.  
 Tel: 91 011 44124585  
[www.orosil.com](http://www.orosil.com)  
 September 01,2023

By Order of the Board of Directors  
 FOR Orosil Smiths India Ltd.

Sd/-  
 Priyanka Sharma  
 Company Secretary

**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**

**APPOINTMENT OF D M A R K S & ASSOCIATES, CHARTERED ACCOUNTANT AS STATUTORY AUDITOR**

Pursuant to Section 139 and Section 142 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 D M A R K S & Associates, Chartered Accountants (Firm Registration No. 006413N) be and is hereby appointed as statutory auditor of the company for the first term of Five Consecutive Years, Who shall hold office from the Conclusion of this 29<sup>th</sup> AGM till the Conclusion of 34<sup>th</sup> AGM to be held in the Year 2028, at such remuneration as may be fixed by the Board of Directors of the Company."

D M A R K S, Chartered Accountant firm establish in 1986 with FRN 006413N. Mr. DD Nagpal L' & Mr. Tapan Mandal are the Proprietor of the Firm. Firm is handling All Fund based Activities and working in Core area of Audit, Taxation, Accountancy, Acquisition, Merger, Demerger & Company Law matter.

Orosil Smiths India Ltd.  
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 Tel: 91 011 44124585  
[www.orosil.com](http://www.orosil.com)  
 September 01,2023

By Order of the Board of Directors  
 FOR Orosil Smiths India Ltd.

Sd/-  
 Priyanka Sharma  
 Company Secretary



**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, September 24, 2022 at 09:00 A.M. and ends on Wednesday, September 26, 2023 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. September 20, 2023 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, . September 20, 2023.

**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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>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 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 re-directed 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>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </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: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>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.</li> </ol>

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.
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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.**
  - d) 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.
  - e) 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 [csupenderjaoo@gmail.com](mailto:csupenderjaoo@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

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). 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 AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 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 AGM.

The details of the person who may be contacted for any grievances connected with the facility

**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 29<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 dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, changes of address, change of name, email address, contact numbers etc., to their depository participant (DP).

Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company / Company's Registrar and Transfer Agent ("RTA"), i.e. Skyline Financial Services Private Limited, to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. The Company has sent communication to shareholders in this regard.

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. Members may please to note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

4. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
5. 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.

If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited, RTA of the Company, in case the shares are held in physical form.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), KYC details by every participant in securities market by March 31, 2023, and linking PAN with Aadhar by March 31, 2022 vide its circular dated November 03, 2021 and December 15, 2021. Members holding shares in electronic form are therefore, required to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. 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.
8. 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.

9. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
10. 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.

#### 11. 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.*

**Green Initiative:** To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.

## Board Report

### Dear Members

Your Directors have pleasure in presenting 29<sup>th</sup> Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2023.

### 1. FINANCIAL SUMMARY/ HIGHLIGHTS

Your Company's financial performance for the financial year ended March 31, 2023 is summarized below:  
(₹ in Lakhs)

Particulars	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Revenue from Operations	73.74	93.73
Other Income	8.49	9.76
<b>Total Income</b>	<b>82.23</b>	<b>103.49</b>
Total expenditure excluding Depreciation	98.31	109.57
Add: Depreciation	13.17	12.66
<b>Total Expenditure</b>	<b>11.48</b>	<b>122.23</b>
Profit/ (Loss) Before Tax & Exceptional Item	(29.25)	(18.74)
Exceptional Item	5.36	0.61
<b>Profit/ (Loss) Before Tax</b>	<b>(34.61)</b>	<b>(19.35)</b>
Tax Expenses	(0.06)	0
<b>Profit / (Loss) after Tax</b>	<b>(34.55)</b>	<b>(19.35)</b>
<b>Other Comprehensive Income</b>	<b>1.16</b>	<b>(1.16)</b>
<b>Total Comprehensive Income</b>	<b>(33.39)</b>	<b>(20.51)</b>

### 2. FINANCIAL PERFORMANCE/OPERATIONAL REVIEW

The revenue from operations and other income for financial year under review were ₹82.23 Lakhs as against ₹103.49 Lakhs for the previous financial year, registering a decrease of 25.85% in the current year. The net loss was (34.55) Lakhs for the financial year under review as against loss of ₹(19.35) Lakhs for the previous financial year.

In accordance with the provisions of Section 136 of the Companies Act, 2013 (the "Act"), the Annual Report of the Company, containing its Standalone Financial Statements will be made available on the website of the Company at the web link: <https://orosil.com/pages/investor-annual-report>.

Further, a detailed analysis of the Company's performance is included in the Management Discussion & Analysis Report, which forms part of this Annual Report.

### 3. STATE OF THE COMPANY'S AFFAIRS

Orosil Smiths India Limited is a public listed company incorporated on June 01, 1994, primarily engaged in the business of manufacturing, fabrication, sale, purchase, trading/ dealing in all kinds of Gold, Silver, Silver Ornaments/Utensils and all other items of Gold, Silver and allied business.

Due to growth of trade in jewellery in the online medium, the Company is offering sale of Jewellery on its own website, namely: <https://orosil.com>. The Company is offering silver jewellery under "Kuhjohl" brand and gold jewellery under "Sincere" brand.

The Company altered its Memorandum of Association in the annual general meeting held on September 30, 2019, to expand its operations in the textile sector, however, the operations under the said sector has not been started yet. The management is still looking for the potential opportunity to grow in this sector. The Company has also registered its Trademark "mingALL" under class 25 for trading of Apparels, Footwear and Headgear.

Your Directors expect that there will be further improvement in overall performance in the coming years and looking for expansion of business in the sector of manufacturing and trading of all kinds of fashionable garments.

The Directors are making efforts to enhance the business activities and can only hope to regain the business activities in future when situation becomes stable. We expect business loss to reduce in the upcoming years as situation improves in the economy and the management is closely analyzing the situation.

#### **Impact of Covid-19**

The Corona Virus Disease-2019 ('COVID-19'), a pandemic declared by the World Health Organization, has pushed the global economy and humanity into a disaster. In an attempt to control this pandemic, the governments of various countries imposed a nationwide lockdown. Although the lockdown may have assisted in limiting the spread of the disease, it has brutally affected the country, unsettling the complete value chains of the most important industries.

The Company has taken into account all the possible impacts of COVID-19 pandemic in preparation of the financial statements, including but not limited to its assessment of liquidity and going concern assumption and recoverable values of its financial and non-financial assets. The Company has carried out an assessment based on available internal sources of information up to the date of approval of these financial statements and believes that the impact of the COVID-19 pandemic is not material to these financial statements.

However, the impact assessment of this pandemic is a continuing process given the uncertainties associated with its nature and duration. Accordingly, the Company will continue to monitor any material changes to future economic conditions. Given the criticalities and uncertainties associated with the nature, condition, and duration of COVID-19, the impact assessment on the Company's financial health will be continuously made and provided for as required.

#### **4. DIVIDEND AND TRANSFER TO RESERVE**

In view of the losses incurred by the Company, no dividend is declared for the financial year under review. The Company has not transferred any amount to General Reserve.

#### **5. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

In accordance with the applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, which remain unpaid or unclaimed for a period of seven years, from the date of transfer to Unpaid Dividend Account.

Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund Authority ("IEPF Authority").

During the year under review, no amount of the unclaimed/unpaid dividend and any such share in the Company, was due to be transferred to the IEPF Authority, as Company has not declared any dividend for years.

#### **6. INDIAN ACCOUNTING STANDARDS (IND-AS)**

Financial Statements of your Company, for the financial year ended March 31, 2023, are prepared in accordance with Indian Accounting Standards (Ind-AS), as notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

#### **7. DEPOSITS**

During the Financial Year 2022-23, your Company has not accepted/received any Deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Further, there was no outstanding public deposits and unclaimed deposits as at March 31, 2023.

However, the Company has accepted the amount from its Directors at NIL rate of interest, subject to the receipt of declaration that amount given is owned by them and is not borrowed amount. The details of the same is also given in Financials.

## 8. SHARE CAPITAL

As on March 31, 2023, the Authorized Share Capital of your Company is ₹5,50,00,000 (Rupees Five Crore Fifty Lakhs only), divided into 44,116,000 equity shares of ₹1 each and 10,88,400 preference shares of ₹10 each.

The Issued, Subscribed and Paid-up Share Capital as on March 31, 2023 is ₹5,22,00,000 (Rupees Five Crore Twenty-Two Lakhs only) comprising 41,316,000 (Four Crore Thirteen Lakhs Sixteen Thousand only) equity shares of face value of ₹1/- each and OCCPS 10,88,400 preference shares of ₹10 each.

Your Company has issued 10,88,400, 3.5% Optionally Convertible Cumulative Preference Share (“OCCPS”) of face value ₹10/- each at a premium of ₹10/- each, convertible after 5 years from the date of issue. Now, OCCPS are convertible at any time, however, till now no request has been received by the Company from any of the OCCPS holders for such conversion.

There was no buy back of equity shares, public issue of securities, rights issue, bonus issue or preferential issue etc. during the year under review. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

## 9. CORPORATE GOVERNANCE

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance provisions as specified in Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and Paragraph C, D and E of Schedule V does not apply on the companies whose paid-up share capital and net worth is less than Rupees Ten Crore and Rupees Twenty-Five Crore, respectively, as on the last day of the previous financial year.

Since, the paid-up share capital and net worth of the Company is less than the aforesaid threshold limits, the Company is not required to comply with the above mentioned Corporate Governance provisions

## 10. HOLDINGS, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Holdings, Subsidiary, Joint venture or Associate Company. There were no companies which have become or ceased to be its holdings, subsidiaries, joint ventures or associate companies during the year under review.

## 11. CERTIFICATIONS, QUALITY STANDARDS AND TRADEMARK

As per the quality control order called as the Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, as amended, for mandatory hallmarking of gold jewellery/ artefacts, issued by the Ministry of Consumer Affairs, Food and Public Distribution on January 15, 2020, every jeweller who wants to sell hallmarked jewellery with effect from June 16, 2021, has to obtain a registration from the Bureau of Indian Standards (BIS).

Accordingly, the Company also registered its hallmark named as “ORO” under the BIS and is now eligible to sell the hallmarked jewellery under the same hallmark.

During the Financial Year 2021-22, the Company has registered its Trademark “mingALL” under Class 25 as a brand name for trading of Apparels, Footwear and Headgear.

## 12. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of your Company.

## 13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board of Directors comprises of the following Directors as on March 31, 2023:

- |                              |                                    |
|------------------------------|------------------------------------|
| 1. Mr. Bhushan Kumar Narula  | Managing Director (Chairman)       |
| 2. Mrs. Rita Narula          | Whole-Time Director                |
| 3. Ms. Bhavana Sampath Kumar | Non-Executive Independent Director |
| 4. Mr. Vinit Aggarwal        | Non-Executive Independent Director |
| 5. Mr. Karan Suri            | Non-Executive Director             |

Your Company has following Key Managerial Personnel as on March 31, 2023:

- |                             |                               |
|-----------------------------|-------------------------------|
| 1. Mr. Bhushan Kumar Narula | Managing Director (Chairman)  |
| 2. Mrs. Rita Narula         | Whole-Time Director           |
| 3. Mr. Chandar Prakash*     | Chief Financial Officer (CFO) |
| 4. Ms. Dinky Bansal*        | Company Secretary (CS)        |
| 5. Ms. Priyanka Sharma*     | Company Secretary             |

4. \*Resignation w.e.f. December 31st, 2022.

5. \* Appointment w.e.f July01st,2023.

#### **During the year under review, Appointments, Re-appointments and Resignations were as follows:**

1. Pursuant to Section 152(6) of the Companies Act, 2013, Mr. karan Suri ( Non-Executive Director) of the Company was liable to retire by rotation and being eligible offered himself for re-appointment, was re-appointed by the Members of the Company at the 29<sup>th</sup> Annual General Meeting of the Company held on September 27, 2023
2. Pursuant to the Provision of Company Act, 2013, the Board of Directors of meeting held on August 03, 2023 approved the appointment of Ms. Parul Pathak, Additional, Independent Director on the Board for a period of Five years with effect from August 03, 2023 to August 02<sup>nd</sup> 2028." subject to approval of the Members of ensuing Annual General Meeting.
3. Ms. Dinky Bansal, Company Secretary Has Resigned from the post of Company Secretary w.e.f December31st, 2022. Thereafter. the Company had appointed Ms. Priyanka Sharma as Company Secretary of the Company w.e.f July 01<sup>st</sup>, 2023.

#### **Declaration by the Company**

The Company has issued confirmation to its Directors, confirming that it has not made any default under Section 164(2) of the Act, as on March 31, 2023.

#### **Declaration by Independent Directors**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and that they are independent of management.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and are independent of management.

All the Independent Directors of the Company have registered their names in the data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA), Manesar (*notified under Section 150(1) of the Companies Act, 2013 as the institute for the creation and maintenance of data bank of Independent Directors*) and paid requisite therefor.

#### **Familiarization Programmed for Independent Directors**

The details of programmed for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at the web-link: <http://orosil.in/investors/sebi-policies/famili-prog-for-indep-director.pdf>.

### **14. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as 'Annexure - A' to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, doesn't form part of this Report. Having regard to the provisions of the second proviso to Section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for e-inspection during working hours of the Company and any member interested in obtaining such information may write to the Company Secretary of the Company and the same will be furnished on request.



## 15. BOARD AND COMMITTEE MEETINGS

### Board Meetings

During the year under review, 05 (Five) meetings of the Board of Directors were held on May 07, 2022, July 22, 2022, September 03, 2022, November 11, 2022 and January 18, 2023.

The Notices and Agenda for these meetings was prepared and circulated in advance to the Directors and few meetings were held at shorter notices. Necessary quorum was present in all the meetings.

The gap between any two meetings was not more than one hundred and twenty days as prescribed under Companies Act, 2013. The details of the Board meetings and attendance of the Directors are as follows:

S. No.	Name of Directors	No. of Board Meeting Held	No. of Board Meetings attended
1.	Mr. B.K Narula	5	5
2.	Mrs. Rita Narula	5	5
3.	Ms. Bhavana Sampath Kumar	5	5
4.	Mr. Vinit Aggarwal	5	5
5.	Mr. Karan Suri	5	5

### Separate Meeting of Independent Directors

During the financial Year ended March 31, 2023, separate meetings of the Independent Directors of the Company was held on and March 10, 2023, without the presence of Executives and Non-Independent Directors, *inter alia*, to discuss:

- Review of performance of Non- Independent Directors and the Board as a whole;
- Review of performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non- Executive Directors.

The quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

As on March 31, 2023, your Board has 03 (three) mandatory Committees, namely,

- Audit Committee,
- Nomination & Remuneration Committee,
- Stakeholder Relationship Committee.

### Audit Committee

The Audit Committee of the Company is duly constituted in accordance with the provisions of Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee covers the areas mentioned in Section 177 of the Act.

05 (five) meetings of the Audit Committee were held during the financial year under review, May 07, 2022, July 22, 2022, September 03, 2022, November 11, 2022 and January 18, 2023.

The composition of the Audit Committee along with meeting & attendance details of each member at the Audit Committee Meetings held during the financial year ended March 31, 2023 are as follows:

S. No.	Name	Designation	Category	Meetings held	Meetings attended
1.	Mr. Vinit Aggarwal	Chairman	Non-Executive Independent Director	5	5
2.	Ms. Bhavana S. Kumar	Member	Non-Executive Independent Director	5	5
3.	Mr. Karan Suri	Member	Non-Executive Director	5	5
4.	Mr. B K Narula	Member	Managing Director	5	5

The Committee *inter-alia* reviews the adequacy of Internal Financial Controls and Financial Statements before they are submitted to the Board for its approval.



All the recommendations made by the Audit Committee were accepted by the Board.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act.

Nomination and Remuneration Committee, amongst others, is responsible for determining the Company's policy on recruitment and remuneration of Directors/KMPs, Senior Management Personnel and other employees of the Company. The terms of reference of the NRC Committee covers the areas mentioned in Section 178 of the Act.

During the year ended March 31, 2023, 01 (One) meeting of the Nomination and Remuneration Committee were held on September 03, 2022.

The composition of the Nomination and Remuneration Committee and attendance details are given below:

S. No.	Name	Designation	Category	Meetings held	Meetings attended
1.	Ms. Bhavana S. Kumar	Chairman	Non-Executive Independent Director	1	1
2.	Mr. Vinit Aggarwal	Member	Non-Executive Independent Director	1	1
3.	Mr. Karan Suri	Member	Non-Executive Director	1	1
4.	Mr. B K Narula	Member	Managing Director	1	1

### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

In accordance with the provisions of Section 178 of the Act, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, adopted a Policy for selection and appointment of Directors, Senior Management, their remuneration and their evaluation including criteria for determining qualifications, positive attributes, independence of a director, key managerial personnel, senior management personnel and other employees of your Company. The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board.

The Remuneration Policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

The policy on appointment and remuneration to Directors can be accessed from the following link:

<http://orosil.in/investors/sebi-policies/Appointment-and-Remuneration-Policy.pdf>

### **Stakeholder Relationship Committee (SRC)**

The Stakeholder Relationship Committee was duly constituted by the Board of Director of the Company at their meeting held on November 13, 2021, as per the provisions of Section 178 of the Act, 2013 and other applicable provisions, as the total number of Stakeholders of the Company increased from 1000. The terms of reference of the SRC Committee covers the areas mentioned in Section 178 of the Act.

During the year ended March 31, 2023, 1 (one) meeting of the Stakeholder Relationship Committee was held on March 01, 2023.

The composition of the SRC and attendance details are given below:

S. No.	Name	Designation	Category	Meetings held	Meetings attended
1.	Mr. Vinit Aggarwal	Chairman	Non-Executive Independent Director	1	1
2.	Ms. Bhavana S. Kumar	Member	Non-Executive Independent Director	1	1
3.	Mr. Karan Suri	Member	Non-Executive Director	1	1
4.	Mr. B K Narula	Member	Managing Director	1	1

## 16. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Declaration of the same is annexed herewith in '**Annexure-B**'.

The Directors have also confirmed that they have complied with the Company's Code of Conduct and are not debarred to act as a Director by virtue of any SEBI order or any other authority.

## 17. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit and loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- (e) the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

## 18. ANNUAL RETURN

Annual Return as provided under Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the Company's website and can be accessed through the link at [Orosil.com/pages/investor-annual-report](http://Orosil.com/pages/investor-annual-report)

Further, the Annual Return (i.e., e-form MGT-7) for Financial Year 2022 - 23 shall be filed by the Company with the Registrar of Companies, Delhi, within the stipulated period and the same can also be accessed thereafter on the Company's website at: <http://www.orosil.co.in>

## 19. RELATED PARTY TRANSACTIONS

During the financial year under review, all material contracts or arrangements or transactions entered into by the Company with related parties were in the ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

However, there was one material Related Party Transaction that was not in Ordinary Course of Business and was placed before the members of the Company at their AGM held on September 29, 2021 and not approved with requisite majority by members of the Company. Accordingly, information of this transaction is given in **form AOC-2** annexed as "**Annexure-C**" of the Annual Report.

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons, which may have potential conflict with interests of the Company at large.

The details of Related Party Transactions are disclosed in Notes to the Financial Statements attached to and forming part of the Annual Financial Statements.

The policy on materiality of Events is as follows: <http://orosil.in/investors/sebi-policies/policy-on-materiality.pdf>.

## 20. MANAGEMENT DISCUSSION & ANALYSIS (MD&A) REPORT

The Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI Listing Regulations is presented in a separate section as '**Annexure-D**', forming part of the Annual Report.

## 21. AUDITORS AND AUDIT REPORTS

### A) STATUTORY AUDITOR

In accordance with the provisions of the Companies Act, 2013 read with relevant rules there under, M/s D M A R K S & Associates., Chartered Accountants (Firm Registration No. 006413N) be and is hereby appointed as statutory auditor of the company for the first term of Five Consecutive Years, Who shall hold office from the Conclusion of this 29th AGM till the Conclusion of 34th AGM to be held in the Year 2028, at such remuneration as may be fixed by the Board of Directors of the Company ."

M/s PNG& Co. has completed the tenure for which they were appointed, So Company appointed, M/s D M A R K S & Associates., Chartered Accountants as an Statutory Auditor of the Company.

On the recommendation of the Audit Committee, the Board recommended the appointment of, M/s D M A R K S & Associates., Chartered Accountants (Firm Registration No. 006413N) as the Statutory Auditors of the Company for a first term of 5 consecutive years, i.e. from the Conclusion of this 29th AGM till the Conclusion of 34th AGM to be held in the Year 2028, at such remuneration as may be fixed by the Board of Directors of the Company."

The Statutory Auditor of the Company has raised a qualification on the financial statement in respect of non-current investment.

### AUDITORS' REPORT

The Statutory Auditors of the Company have submitted report to the members of the Company for the financial year 2022-23, which is not qualified.

However, the quarterly report for the quarter ended March 31, 2023, containing the remark as follows:

*"Investments are stated at the fair value arrived on the basis of last available audited financial statements of the invested entity."*

**Management's View:** *The Company has valued its investment as per the latest available Financial Statements of the invested entity. The Audited Financial Statements for the Financial Year ended March 31, 2023 are not available with the Company.*

The Audit Report is attached to the Financial Statements forming a part of this Annual Report.

Total fee for all services paid by the Company to the statutory auditors for Statutory Audit & Limited Review is ₹ 72,500/- only.

### B) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s N K Chandok & Associates (COP No. 12930), Practicing Company Secretaries to conduct Secretarial Audit for financial year 2022-23.

The Secretarial Audit Report for the Financial Year ended March 31, 2023, as received in Form MR-3, is annexed herewith as '**Annexure-E**' forming integral part of this Report. The said report is containing remark which is stated below:

### Management's View:

*The Company is maintaining all the information, w.r.t. timing of sharing the information and any modification thereof, and events in a protected Excel Workbook. The Company has complied with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and ensure the flow of UPSI is without leakage.*

*However, as on the date of this report, the Company has installed a Structured Digital Database (SDD) named Insilysis, and from now onwards will be maintaining the information in that only. The Company is in the phase of familiarising its Designated Persons with the SDD portal.*

**C) INTERNAL AUDITOR**

In compliance with the provisions of Section 138 of the Companies Act, 2013 read with rule 13 of Companies (Accounts) Rules, 2014 the Board of Directors on the recommendation of Audit Committee had appointed M/s D M A R K S & Associates, Chartered Accountants (FRN: 006413N) as Internal Auditor of the Company for the financial year 2022-23.

**D) COST AUDITOR**

The Company was not required to appoint cost auditor for the financial year 2022-23 pursuant to Section 148 of the Companies Act, 2013.

**MAINTENANCE OF COST RECORDS UNDER SECTION 148 OF THE COMPANIES ACT, 2013**

The Company was not required to maintain cost records under Section 148 of the Act and accordingly, such accounts and records are not made and maintained.

**22. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, performance of its Committees and of the Directors individually, as per the criteria laid down by the Nomination and Remuneration Committee. The evaluation was carried out based on various parameters.

During the year under review, Independent Director met on March 10, 2023, without the presence of non-independent directors and members of the management, to discuss the evaluation of the Board, Committees and the Non-Executive Directors. The discussions covered both strategic and operational aspects of the Board functioning, as well as the quality, content and timeliness of the flow of information between the Management and the Board. The inputs from the meeting were shared with the Nomination and Remuneration Committee. The performance evaluation of the Independent Directors was carried out by the entire Board.

The Directors expressed their satisfaction with the evaluation process.

**23. RISK MANAGEMENT POLICY**

The Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a structured Risk Management Policy to identify, monitor and minimize risks and also identify business opportunities.

The Company has put in place risk minimization and assessment procedures, in order to effectively and efficiently manage risk and address challenges.

The objective of Risk Management at Orosil Smiths India Limited is to create and protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities. An enterprise wide risk management framework is applied so that effective management of risks is an integral part of every employee's job.

Risk Management Policy adopted by the Company can be accessed at the following web link: <http://orosil.in/investors/sebi-policies/risk-management-policy.pdf>.

**24. PARTICULARS OF LOANS GIVEN, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not given any Loan and guarantee to any person or body corporate during the financial year. The details of investments made by the Company are in Note No. 3 of the Audited Financial Statements.

**25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS DURING THE FINANCIAL YEAR 2022-23**

During the year Financial Year 2022-23, there was no significant material order passed by the Regulators or Courts or Tribunals that could impact the going concern status of the Company and its future operations.

However, there are certain prior events which are as mentioned below:

*-The company has given Bank Guarantee to Sales Tax authorities amounting to ₹3,20,220/- as at March 31, 2023.*

*-The Income Tax Demand relating to A.Y 2017-18 wherein order demanding ₹56.52 lakh was passed by Income Tax Department, Delhi. However, the Company has filed an appeal against the same and the final order is yet to be passed by the authority.*



-TDS demand of ₹64,525 is pending for the FY 2022-23 and previous FY under Income Tax Act, 1961.

Further, the Promoter and Promoter Group (as specified in the Shareholding Patterns filed to the BSE), has received Notices dated February 22, 2022 and July 21, 2022, from SEBI, in the matter of Orosil Smiths India Limited regarding violation of the provisions of Regulation 11(2) read with Regulation 14, 15 and 18 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The Company has made the requisite disclosure dated February 24, 2022 and August 01, 2022, respectively, of the said notices to BSE. The Notices are taking corrective measures in this regard, but the final order is yet to come.

However, there is no monetary or non-monetary impact on the Company of the said notices received by Promoter & Promoter Group.

## **26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

There are no particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy, research & development, technology absorption during the year under review, as the Company does not engage in manufacturing activity involving energy intensive processes. However, the Company has taken sufficient steps towards general energy saving techniques and conservation.

Further, there was no Foreign Exchange earnings and outgo during the financial year 2022-23.

## **27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has an Internal Control System, which commensurate with the size, scale and complexity of its operations. M/s D M A R K S & Associates, Chartered Accountants, was appointed as Internal Auditors of the Company during the year under review.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## **28. CODE FOR PREVENTION OF INSIDER TRADING**

The Company has formulated a Code of practices and procedures for fair disclosure of unpublished price sensitive information. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees.

The code is uploaded on the website of the Company at: <http://orosil.in/investors/code-of-fair-disclosure/Code-of-Fair-Disclosure.pdf>.

## **29. WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

The Company has established a Vigil Mechanism (Whistle Blower Policy) as per the requirements of Section 177 of the Companies Act, 2013 for all the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behavior, violation of the Company's code of conduct and leak of unpublished price sensitive information etc. or any other event which would adversely affect the interests of the business of the Company and which provides reassurance that they will be protected from reprisals or victimization for whistle blowing.

During the year under review, the Company had not received any complaint under the policy and no complaint was pending as on March 31, 2023.

Whistle Blowers may send their concerns/ complaints to the Chairman of Audit Committee directly for appropriate action. The details of establishment of such mechanism have been also disclosed on the website of the Company. It is affirmed that no personnel have been denied access to the Audit Committee. The vigil mechanism (Whistle Blower Policy) may be accessed on the Company's website at [www.orosil.com](http://www.orosil.com).

## **30. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting financial position of your Company have occurred between the end of the financial year of the Company to which Financial Statements relate and the date of this Report.

**31. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The criteria of Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013 is not applicable on the Company during the financial year 2022-23.

**32. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (POSH ACT)**

The Provisions of Prevention of Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 are not applicable on the Company, as the Company doesn't have minimum number of employees of its payroll as stipulated under the POSH Act.

**33. FRAUDS REPORTED BY AUDITORS**

There are no such frauds reported by the Auditors to the Audit Committee or the Board of Directors, which are committed against the Company by officers or employees of the Company under Section 143(12) of the Companies Act, 2013.

**34. INSOLVENCY AND BANKRUPTCY CODE, 2016**

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the FY23.

**35. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, the Company has not availed any loan from Banks and Financial Institutions, hence question of settlement doesn't arise.

**36. COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with. Your Company has complied with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

**37. POLICY FOR PRESERVATION OF DOCUMENTS**

In accordance with regulation 9 of SEBI (Listing Obligations and Disclosures) Regulations, 2015 the board has adopted a policy for preservation of documents which has been uploaded on the website of the company under the web link <http://orosil.in/investors/sebi-policies/policy-for-preservation-of-docs.pdf>

**38. ANNUAL REPORT**

The Annual Report containing, inter-alia, the audited financial statements, Boards' Report, Auditors' Report, Management Discussion & Analysis (MD&A) Report and other important information is circulated to shareholders and other stakeholders and is also available on the Company's website at <https://orosil.com/pages/investor-annual-report>.

**39. LISTING OF SHARES**

The equity shares of the Company are listed at the BSE Limited. The Annual Listing Fee for the financial year 2022-23 has been paid to the Stock Exchange where the Shares of the Company are listed.

**40. DEPOSITORY SYSTEMS**

The Company's shares are traded in Demat form only. Your Company's Scrip has come under compulsory dematerialization w.e.f. November 29, 1999 for Institutional Investors and w.e.f. January 17, 2000 for all Investors. So far, 98.91% of the equity shares have been dematerialized.

The ISIN allotted to the equity shares of the Company is INE628B01034.

**41. IMPLEMENTATION OF CORPORATE ACTION**

During the year under review, the Company has not failed to implement any Corporate Action within the specified time limit.

**42. REPORTING PERIOD**

The Financial Information is reported for the period April 01, 2022 to March 31, 2023. Some parts of the Non-Financial Information included in this Board's Report are provided as on the date of this Report.



**43. CAUTIONARY STATEMENT**

Statements in the report of Board of Directors and Management Discussions & Analysis Report describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand supply conditions, raw material prices, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

**44. PERSONNEL**

Your Directors wish to place on record their sincere appreciation for the devoted services of all the employees and workers at all levels and for their dedication and loyalty, which has been critical for the Company's success.

**ACKNOWLEDGEMENT**

Your Directors would like to express their gratitude for the valuable assistance and co-operation received from shareholders, bankers, government authorities, customers and vendors. Your Directors also wish to place on record their appreciation for the committed services of all the employees of the Company.

**On behalf of the Board of Directors  
For Orosil Smiths India Limited**

**Place:** New Delhi  
**Date:** September 01, 2023

**Rita Narula**  
(Whole-Time Director)  
**DIN:** 00006096  
**Add:** D-92, 1st Floor  
Defence Colony,  
New Delhi-110024

**B. K. Narula**  
(Chairman & Managing Director)  
**DIN:** 00003629  
**Add:** D-92, 1st Floor  
Defence Colony,  
New Delhi-110024

**'Annexure-A' to Directors' Report****A. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED)****I. Ratio of the remuneration of each director to the median remuneration of all the employees of your Company for the FY23 is as follows: -**

S. No.	Name of Director/ KMP	Designation	Total Remuneration (₹)	Ratio of remuneration of Director to the Median remuneration
1.	Mr. B.K. Narula*	Managing Director	7,20,000	7.2:2
2.	Ms. Rita Narula	Whole-Time Director	9,00,000	9:2
3.	Ms. Bhavana Sampath Kumar	Non-Executive Non- Independent Director	NIL	NA
4.	Mr. Vinit Aggarwal	Non-Executive Non- Independent Director	NIL	NA
5.	Mr. Karan Suri	Non-Executive Director	NIL	NA

**II. Percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer, other Executive Directors and Company Secretary during the FY23: -**

S. No.	Name of Director/KMP	Designation	% increase in remuneration during the financial year 2022-23
1.	Mr. B.K. Narula	Managing Director	50%
2.	Ms. Rita Narula	Whole-Time Director	20%,
3.	Mr. Chandar Prakash	Chief Financial Officer	N.A (appointment w.e.f June 28,2023)
4.	Ms. Dinky Bansal	Company Secretary	N.A( Company Secretary has resigned on December 31 <sup>st</sup> ,2022)

2. Since Non-executive directors received no remuneration during the financial year 2022-23, the required details are not applicable.

3. The remuneration paid to Directors is within the overall limits approved by the shareholders.

4. Median remuneration of the Company for all its employees is ₹2,00,000/- as at March 31, 2023.

**III. Number of permanent employees on the rolls of the Company as on March 31, 2023: 06 (six).**

**IV. Affirmation:** It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company.

**B. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED)****A. Names of top ten employees in terms of remuneration drawn during the financial year 2022-23:**

The said information is available for e-inspection during working hours of the Company.

**B. Employees employed throughout the financial year and were in receipt of remuneration for that year which, in the aggregate, was not less than ₹1,02,00,000/- during the financial year 2022-23:** Not Applicable

**C. Employees employed for the part of the year and were in receipt of remuneration aggregating to not**

less than ₹8,50,000/- per month during the financial year 2022-23: Not Applicable

- D. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: Not Applicable
- E. None of the employees is related to any Director of the Company

### **Annexure- 'B' to Directors' Report**

#### **DECLARATION OF COMPLIANCE OF CODE OF CONDUCT**

[In terms of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members

Orosil Smiths India Limited

This is to declare that to the best of my knowledge and belief all the members of the Board and the Senior Management Personnel of the Company have affirmed their respective Compliance with the Company's Code of Conduct and Ethics for the financial year ended March 31, 2023.

Place: New Delhi

Date: May 11, 2023

**Rita Narula**  
(Whole Time Director)

DIN: 00006096

Annexure- 'C' to Directors' Report**FORM NO. AOC-2**

(Pursuant to Clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:**

(a)	Name(s) of the related party and nature of relationship	<b>NIL</b> (All contract or arrangement or transactions with related parties are atarm's length basis)
(b)	Nature of contracts/ arrangements/ transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

**2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS: Nil**

(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/ arrangements / transactions	
(c)	Duration of the contracts/ arrangements/ transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board/ Committee, if any	
(f)	Amount paid as advances, if any	

**On behalf of the Board of Directors  
For Orosil Smiths India Limited**

**Place:** New Delhi  
**Date:** September 01, 2023

**Rita Narula**  
(Whole-Time Director)  
**DIN:** 00006096  
**Add:** D-92, 1st Floor  
Defence Colony,  
New Delhi-110024

**B. K. Narula**  
(Chairman & Managing Director)  
**DIN:** 00003629  
**Add:** D-92, 1st Floor  
Defence Colony,  
New Delhi-110024

Annexure- 'D' to Directors' Report**Management Discussion and Analysis Report****INDUSTRY REVIEW: INDIAN GEMS AND JEWELLERY INDUSTRY**

India's gems and jewellery export sector – which is one of the largest in the world – contributed ~27% to global jewellery consumption in 2019. The market size of the global gems and jewellery sector is likely to expand to US\$ 103.06 billion by 2023. India's gems and jewellery exports are expected to reach US\$ 100 billion by 2027. Globally, India was the top exporter of diamonds with a share of 33% in 2021. India is the second largest gold jewellery consumer in the world and India's gold demand will witness a sharp upswing to top 800 tonnes in 2023.

From April-March 2023, India's gems and jewellery exports were at US\$ 37.95 billion. In FY23, cut and polished diamonds accounted for the highest share of exports (58.83%), followed by gold jewellery (25.14%) and silver jewellery (7.82%).

From April- March 2023, the exports of gold jewellery stood at US\$ 9.42 billion.

Being amongst the fastest-growing economies in the world, India is emerging as the preferred destination for the gems and jewellery industry. The ready availability of highly skilled labour and strong support by the government will aid the growth of the Indian gems and jewellery sector. India is the global leader in the cutting and polishing of diamonds. India's Gems and Jewellery sector has been a major foreign exchange generator for the country. Cumulative FDI inflows in diamond and gold ornaments in India stood at US\$ 1,213.05 million between April 2000-March 2022, according to the Department for Promotion of Industry and Internal Trade (DPIIT). The Sector is globally recognized for the craftsmanship and variety that it offers.

In the coming years, growth in Gems & Jewellery industry would be largely contributed by the development of large retailers / brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provide variety in terms of products and designs. Online sale is expected to account for 1-2% of the fine jewellery segment soon.

**Industry Outlook**

The Government of India has viewed the sector as a thrust area for export promotion, considering its tremendous contribution and growth potential. The Government has undertaken various measures recently to promote investment and upgrade technology and skills to promote 'Brand India' in the international market. The Government has permitted 100% FDI in the sector under the automatic route, wherein no prior approval from the Reserve Bank or Government of India, is required.

Having recently signed trade agreements with UAE, India is poised to gain referential access for gem and jewellery products in these important growth markets. Another key global outreach initiative is GJEPC's first-ever in-country International Gem & Jewellery Show (IGJS), an exclusive show for international buyers in Jaipur. And with several new exciting projects in the pipeline, the Council's untiring efforts will hopefully usher in another golden era of global fascination with India-made jewellery.

In India, gold jewellery personifies a deep emotional quotient and is considered much auspicious. Now, the jewellery purchase is not only limited to weddings and festivals. With growing Westernization and increasing disposable income, the demand for fashion jewellery in precious metal and precious stones is growing, too. Also, Women being primary consumers of jewellery, their increasing entry into the workforce and disposable income would drive demand.

The rise in urbanization has resulted in changing consumer behavior related to accessories, switching from wearing more pieces of jewelry to keeping it minimal and sophisticated while maintaining the style statement. Such evolving factors have led to a substantial demand for single-stoned stud earrings, pendants, and rings.

The gems and jewelry market is expected to register a CAGR of 5.2% during the forecast period, over the next 5 years (2022-27).

The increase in cross-cultural designs is one of the latest trends gaining popularity in the gems and jewelry



market. The demand for jewelry inspired by Italian, European, and Egyptian cultures is expected to drive the market studied over the forecast period.

### **Domestic Jewellery Industry updates demand:**

India is the most preferred country in terms of gems and jewellery export. The Indian Gems and jewellery sector is one of the largest in the world, contributing around 29% to the global jewellery consumption and 7% to the country's GDP.

- The sector employs over 4.64 million employees and is home to over 3,00,000 gems and jewellery players. India is the world's second-largest gold consumer and the world's largest diamond cutting and polishing centre.
- India is the world's second largest gold consumer.
- India's gems and jewellery exports reached US\$ 39.14 billion in 2021-22, a 54.13% rise from the previous year. In FY22, cut and polished diamonds accounted for the highest share of exports (62.42%), followed by gold jewellery (23.57%) and silver jewellery (6.95%).
- In April 2023, India's overall gems and jewellery exports was at US\$ 3.23 billion.
- In April 2021, India imported gems & jewellery worth US\$ 1.97 billion. According to the Gem and Jewellery Export Promotion Council, gold bar imports stood at US\$ 1,372 million and Gold jewellery stood at US\$ 166.75 million between April-October 2021. India's gold demand stood at 797.30 tonnes in 2021 and is expected to be in a range of 800-850 tonnes by 2023.
- In the fourth quarter of 2021, demand for gold rose by 93% over the same period a year ago to 265 tonnes. The second quarter of 2021 has been better for businesses as establishments were better prepared for lockdowns compared with 2020. Total jewellery demand in terms of volume increased by 25% YoY to 55 tonnes in the second quarter of 2021. Revised SEZ act is also expected to boost exports of gems and jewellery.
- The Government of India is aiming at US\$ 70 billion in jewellery export in the next five years (until 2025), up from US\$ 35 billion in 2020.
- India has 10 special economic zones (SEZ) for gems & jewellery. These zones have more than 500 manufacturing units, which contribute 30% to the country's total exports.
- According to a recent report by the World Gold Council (WGC), India will be the fourth-largest gold recycling country in 2021, recycling 75 tonnes, or 6.5% of all gold recycled globally. According to the WGC report, 11% of India's gold supply originated from 'old gold' during the last five years, driven by changes in the gold price, future gold price forecasts, and the wider economic outlook.

*Source: References - Various industry and media reports and websites including GJEPC, CRISIL, CARE, DIPP, IBEF, internet etc.*

### **COMPANY'S STRUCTURE**

Your Company is engaged in the manufacturing and sale of silver jewellery, gold jewellery as well as plain and trading of Silver Articles. The Company launched two brands by the name "**Kuhjohl**" and "**Sincere**" for semi-precious and precious stones studded in gold and silver.

It's been a tough year for all. The management is planning to move forward in this business of Gold, silver and jewellery and other various steps to take forward the business of the Company at greater heights. However, the COVID-19 was an unprecedented situation that disrupted the Indian gems and jewellery industry, like other industries world over, pushing its boundaries of resilience. But, with the global economy gradually turning around again and gradually opening for business, the industry got the required encouragement to grow further.

It was accepted by the Indian industry that with the pandemic, which had overtaken the global business scenario, things will never be the same again. So, to bring back the industry to working mode again, the workforce is brought back.

As per the Quality control order called the **Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, as amended**, for mandatory hallmarking of gold jewellery/artefacts, issued by the **Ministry of Consumer Affairs, Food and Public Distribution** on 15 January, 2020, every jeweller who wants to sell hallmarked

jewellery with effect from 16th June, 2021, has to obtain a registration from Bureau of Indian Standards. Mandatory hallmarking will ensure the purity of Gold and hence, transparency can be maintained.

Accordingly, Our Company **Orosil Smiths India Limited** registered its Hallmark named as “**ORO**” under Bureau of Indian Standards having registration no. **8890028608** and is now eligible to sell the hallmarked jeweler under the same hallmark.

Also, the Company expanded its business in Textile area by altering its Memorandum of Association its annual general meeting held on 30<sup>th</sup> September, 2019. The management However, the management is still looking into potential opportunities to commence business in this sector. The Company has also registered its Trademark “**mingALL**” under class 25 for trading of Apparels, Footwear and Headgear.

#### **A. OPPORTUNITY AND THREATS**

The gems and jewelry market is highly competitive with the presence of key players. Key players are focusing on online distribution channels for the online marketing and branding of their products to expand their geographical reach and increase their customer base. Leading manufacturers in the gems and jewelry market are focusing on leveraging the opportunities posed by the emerging markets of Asia-Pacific, like China and India, to expand their revenue base because of the rising income levels and their religious traditions, as they consider giving jewelry ornaments as auspicious. The key brands are embarking on innovation and new product developments infused with the latest technology to provide the luxury feeling and perfect craftsmanship to their product offerings.

##### Opportunities

**Growing Industry:** In the coming years, growth in gems and jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organized market and are opening opportunities to grow. Increasing penetration of organized players provides variety in terms of products and designs. India has well established capabilities in manufacturing handmade jewellery and traditional as well as modern designs because of low cost skilled labor.

As per Capita Income has increased, the demand for jewellery was also increased, as jewellery is treated as a symbol of status. Customized service gives a unique identity to the Company distinct from other players.

**Increased Government Support & Policy:** The Government has permitted 100% FDI in the sector under the automatic route, wherein the foreign investor or the Indian company do not require any prior approval from the Reserve Bank or Government of India. The Government has made hallmarking mandatory for gold jewellery and artefacts.

The Government has reduced custom duty on cut and polished diamond and colored gemstones from 7.5% to 5% and NIL. Presenting the Budget for 2022-23 in the Lok Sabha, Mrs. Sitharaman also announced that the government will facilitate export of jewellery through e-commerce for which it will implement a “simplified regulatory framework” this year. Also, the Gem and Jewellery Export Promotion Council (GJEPC) undertakes direct promotional activities, including joint participation in international jewellery shows, sending and hosting trade delegations, and sustained image-building exercises.

**Secure investment:** Gold is considered as one of the best performing and most stable assets across the globe, providing high returns over a long period of time.

**E-Commerce:** Rapid internet penetration and availability of multiple online platforms has expanded the presence of e-commerce in India. Online jewellery buying has gained immense popularity and have discovered a novel way to reach a wider public, particularly in the pandemic-related disruptions and work-from-home era, supported by the use of technology, flexible payment methods, and easy returns policies. Online sales are expected to increase by 2022-23. Also, Your Company has wide range of products to offer to its customers and it is providing the easy access through its website.

##### Threats:

**Frequent change in Trends and Customer Preferences:** The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Jewellery being a vital fashion and lifestyle statement, demands the players to be more agile, and responsive to the constantly evolving trends and consumer preferences.

**Unpredicted price movements and its impact on profit margin:** The prices of the precious metals are highly fluctuating, which in turns lead to unpredictable profit margin on products.

**Regulatory Framework:** Changes in regulation and stringent compliance may cause burden.

**Liquidity Crisis:** Due to COVID-19, the liquidity crisis was very high due to lower sales and high operating expenses and the working capital cycle was badly affected.

**Domination of Un-organized sector in Jewellery Industry:** The un-organized sector dominates the gems and jewellery industry in India and affects the profit margins drastically. These players are mostly family jewellers having strong and long-standing relationship with middle-class consumers.

However, the COVID-19 pandemic, the business of the Company has been impacted. The Company is not able to fetch the work orders and requirements of the customers because of unavailability of resources, resulting which the Company is not able to do business properly during this period.

Jewellery consumption in India is influenced by region, income, and cultural beliefs, and it differs widely across states. Customer service expectation also varies from one region to other.

The Company in order to identify and mitigate risks to minimize its impact on business, ensures that prudent risk management practices are followed during the decision-making process. Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. The growth of industrial production has been variable.

Your Company is looking forward to the new opportunities in the Gems & Jewellery and Textile Sector to expand and diversify the business into new areas and looking for a bright future of the Company, subject to the stability of the Conditions.

## **B. SEGMENT -WISE OR PRODUCT WISE PERFORMANCE**

The Company operates in only single segment. The Company is operating in two brands by the name "Kuhjohl" and "Sincere" for semi-precious and precious stones studded in gold and silver.

Currently, the Company operating in one segment only and has not yet started its operations in Textile Sector. However, the management was looking for the potential opportunity to grow in this segment. Now, we planned to start the business in this area and for the same purpose the Company has registered a Trademark named "mingALL" for trading of Apparels, Footwear and Headgear. Also, the Company is venturing to provide an online web-store to the new entrant and designers to promote their designs and to showcase their skills and talent, in order to bring them closer to their potential customers, subject to keeping in view the effects of Covid-19 pandemic.

## **C. RISKS AND CONCERNS**

The fluctuation in prices of the precious metals, long operating cycle, working capital requirements, difficulties of securing retail store locations are the matter of concern for the Company. Further, various restrictions imposed by the Government in respect to the pandemic, the operations of the Company also closed substantially, resulting into adverse effect on the business. Moreover, slowdown in the economic growth in India could cause the business of the Company to suffer.

The Company in order to identify and mitigate risks to minimize its impact on business, ensures that prudent risk management practices are followed during the decision-making process. The Company expects to make full use of the opportunities available to it, however, the challenges are inevitable in any industry. Your company is talking all precautions to offset the associated risks.

## **D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has maintained a proper and adequate system of internal controls. This ensures that all Assets of the Company are safeguarded and protected against loss from unauthorized use or disposition. The Audit Committee and Independent Internal Auditors regularly review the operating systems and procedures for efficiency and effectiveness. Based on the assessment carried out by Internal Auditor and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has adequate internal controls over financial reporting that are operating effectively as of March 31, 2023 .

Your Company's internal control systems do commensurate with the nature and size of its business operations. The Company's Policy and process corrections are undertaken based on inputs from the internal auditors.

## **E. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review financial performance of your Company involves the Income from operations

which is ₹73.74 Lakhs (Previous Year: ₹93.73 Lakhs). Profit after Tax (PAT) has been a loss of ₹34.55 Lakhs as compared to a loss of ₹19.35 Lakhs in previous year. The Company has no Bank Borrowings.

The Directors are making efforts to enhance the business activities and can only hope to regain the business activities in future when situation became stable. But we expect business loss to reduce, though it is too early to forecast the situation.

Details of any change in Return on Net Worth as compared to the immediately previous financial year:

Particulars	FY2023 (₹)	FY2022 (₹)
Paid-up Share Capital	52,200,000	52,200,000
Other Equity	(31918000)	(28,579,154)
<b>Net Worth</b>	<b>20282000</b>	<b>23,620,846</b>
Profit after Tax	(3455000)	(1,935,866)

#### F. MATERIAL DEVELOPMENT IN HUMAN RESOURCES

There have been no material developments in Human Resource and Industrial Relations front during the FY23. Given the nature of business your Company is engaged in; it does not require Human Resources at a large level. As on March 31, 2023 the Company had seven (6) full time employees. The Company has engaged service of Consultants on contractual basis during the year 2022-23, as and when required. The industrial relations within the Company have remained harmonious throughout the year.

The Company acknowledges that its employees are its principal asset and believes in building a strong performance and competency driven culture amongst its employees with greater sense of accountability and responsibility.

Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. During the spread and continuance of Covid-19 keeping in view the safety of its employees, the Company adopted work from home policy to the extent possible.

The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment.

#### CAUTIONARY STATEMENT:

*Certain Statements in the Management Discussion & Analysis Report describing the Company's view about the industry, expectations, objectives, etc. may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Factors like changes in government regulations, tax laws and other factors such as industrial relations and economic developments or like current pandemic COVID-19, etc. may further influence the Company's operations.*

**References** - Various industry reports and websites including GJEPC, CRISIL, CARE, DIPP, IBEF, internet etc.



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,

**OROSIL SMITHS INDIA LIMITED**

Flat No. 906, 9th Floor, Arunachal Building,  
Barakhamba Road, New Delhi-110001.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Orosil Smiths India Limited having CIN L74110DL1994PLC059341 and having registered office at Flat No.906, 9th Floor, Arunachal Building,19, Barakhamba Road, New Delhi-110001 New Delhi and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We certify that none of the directors on the board of Orosil Smiths India Limited as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company	Disqualified under Section 164 of the Companies Act, 2013	Deactivation of DIN Due to Non-Filing of DIR-3 KYC
1	BHUSHAN KUMAR NARULA	00003629	01/06/1994	N.A	N.A
2	RITA NARULA	00006096	01/06/1994	N.A	N.A
3	VINIT AGGARWAL	00539344	30/04/2015	N.A	N.A
4	KARAN SURI	01193500	09/11/2016	N.A	N.A
5	BHAVANA SAMPATH KUMAR	05260084	28/05/2012	N.A	N.A

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Thanking You

**For Upender Jajoo & Associates**  
**Company Secretaries**

**Upender Jajoo**  
**M. No.: F10155**  
**COP: 14336**

**Place: New Delhi**  
**Date: 24.08.2023**  
**UDIN: F010155E000858961**



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**COMPLIANCE CERTIFICATE**

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**[IN RESPECT OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023]**

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To

**The Board of Directors,**

**Orosil Smiths India Limited,**

CIN: L74110DL1994PLC059341

Flat No.906,9<sup>th</sup> Floor, Arunachal Building,

19, Barakhamba Road, New Delhi-110001.

We hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year ended on the March 31, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting, and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) there were no significant changes in internal control over financial reporting during the year ended March 31, 2023;
  - (2) the changes, if any, in accounting policies during the year ended March 31, 2023, and the same have been disclosed in the notes to the financial statements; and
  - (3) there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

**BK Narula**

(Chairman & Managing Director)

DIN: 00003629

Place: New Delhi

Date: May 11, 2023

Sd/-

**Chandar Prakash**

(Chief Financial Officer)

PAN: DBVPP7815M

Annexure- 'E' to Directors' Report

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members

**OROSIL SMITHS INDIA LIMITED**

Flat No. 906, 9th Floor Arunachal Building,  
19, Barakhamba Road New Delhi 110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Orosil Smiths India Limited** (hereinafter called "**the Company**") for the Financial Year ended 31st March 2023.. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including erstwhile Regulation); **Not applicable;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ; **Not applicable;**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with client to the extent of securities issued; **Not applicable;**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable and**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (including erst while regulation); **Not applicable;**
- (vi) The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on the Sectors/ Industry are:
- (j) Bureau of Indian Standards Act, 2016 (Hallmarking)

We have also examined compliance with the applicable clauses/Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

*We further report that pursuant to Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the remedial action has been taken by the company by maintaining the structured digital database w.e.f. 1<sup>st</sup> December, 2022.*

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out with requisite majority.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific event/action having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, standards & guidelines, if any, etc. have taken place.

This report is to be read with our letter of even date which is annexed as **Annexure "A"** and forms an integral part of this report.

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

Company Secretaries  
ICSI Unique Code: S2014DE246800  
Peer Review Cert No.: 1405/2021

**Navneet Kaur**

**Proprietor**

FCS: 10055 | COP No: 12930  
ICSI UDIN: F010055E000880914

**Date:** 28.08.2023

**Place:** Delhi

**Annexure-A to Secretarial Audit Report**

The Members

**OROSIL SMITHS INDIA LIMITED**

Flat No. 906, 9th Floor Arunachal Building,  
19, Barakhamba Road, New Delhi - 110001

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Company Secretaries

ICSI Unique Code: S2014DE246800

Peer Review Cert No.: 1405/2021

**Navneet Kaur**

**Proprietor**

FCS: 10055 | COP No: 12930

ICSI UDIN: F010055E000880914

**Date:** 28.08.2023

**Place:** Delhi



## INDEPENDENT AUDITOR'S REPORT

TO  
THE MEMBERS OF  
OROSIL SMITHS INDIA LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **OROSIL SMITHS INDIA LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31<sup>st</sup>, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31<sup>st</sup>, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters ("KAM") are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters.

There is no Key Audit Matters requiring information to the members of the company.

#### Emphasis of Matter

There is no Emphasis of Matter requiring information to the members of the company

Our opinion is not modified in respect of this matter.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as-a-whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows are in agreement with the with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) During the course of our audit, we have not come across any observations or comment on financial transactions on matters which have any adverse effect on the functioning of the company.
  - f) On the basis of the written representations received from the directors as on March 31<sup>st</sup>, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31<sup>st</sup>, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - g) With respect to the adequacy of the internal financial controls over financial reporting of the

Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for any managerial remuneration.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For PNG & CO**

Chartered Accountants

(Firm's Registration No.021910N)

**Neeru Goyal**

Partner

(Membership No. 096095)

UDIN:

Place: Pune

Date:

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Orosil Smiths India Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **OROSILSMITHS INDIA LIMITED** (the "Company") as of March 31<sup>st</sup>, 2023, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including

the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the



company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31<sup>st</sup>, 2023, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. The Internal control weakness observed in the handling of material lying at third party location, consequent upon detection of fraud, has been cured by the management by strengthening the process for such handling.

### **For PNG & CO**

Chartered Accountants

(Firm's Registration No.021910N)

### **Neeru Goyal**

Partner

(Membership No. 096095)

UDIN:

Place: Pune

Date:

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Orosil Smiths India Limited of even date)

### 1. In respect of the Company's Property, Plant and Equipments:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (b) The Company has maintained proper records showing full particulars of Intangible assets.
- (c) The Company has a regular program of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment are verified in a phased programme designed to cover all the items over the period of 3 year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, the discrepancies noticed on such verification has been properly dealt in the preparation of the Financial Statements for the subsequent year.
- (d) According to the information and explanations given to us, the records examined by us and based on the examination of the record, the title deeds of all the immovable properties of land and buildings are held in the name of the Company as at the balance sheet date.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year because company is following cost model.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.

### 2. In respect of Inventories

- (A) The physical verification of inventory excluding for goods-in-transit& stocks with third parties has been conducted at reasonable intervals by the management during the year. No discrepancies were noticed on physical verification of inventory between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

### 3. In respect of Investments, Advances and Guarantee and Loans made by the Company

In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

### 4. In respect of Loans to Directors and Investment made by the Company

In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the company has not granted any loan or provided any guarantees or security to any party covered under section 185 of the act. The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

## 5. In respect of Deposits

In our opinion and according to the information and explanations given to us based on our examination of the records of the Company, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Act and the rules framed there under apply. Thus, paragraph 3(v) of the Order is not applicable to the Company.

## 6. In respect of maintenance of Cost Records

Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under subsection (1) of the section 148 of the act in respect to its products.

## 7. In Respect of Reporting of Statutory Due

According to the information and explanations given to us, in respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities

Nature of the Statute	Nature of Dues	Period to which the amount relates	Amount (in Lakhs)
Income Tax Act,1961	TDS Demand	F/Y 19-20 and prior to F/Y 19-20	0.56

- b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues amounting to Rs. 56.52/- Lakhs, in respect of service tax, Central Sales Tax including Value added tax, and other material statutory dues were in arrears which have not been deposited on account of dispute, are as follows:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Disputed Amount (in Lakhs )
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2017-18	56.52

## 8. In respect of Unrecorded Income

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

## 9. In respect of Repayment of Loan

- (A) According to the records of the company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government as at the balance sheet date.
- (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (C) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly clause 3(ix)(c) of the Order is not applicable.
- (D) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis by the Company has been utilized for short term purpose only.

- (E) According to the information and explanations given to us, the company has no subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix) (e) and (f) of the Order is not applicable.

#### **10. In respect of utilization of IPO, further public offer & term loans**

- (A) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable

#### **11. In respect of Reporting of Fraud**

- (A) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (B) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (C) According to the information and explanations given to us, no whistle blower complaints received by the Company during the year.

#### **12. In respect of reporting in a Nidhi Company**

The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

#### **13. In respect of Related Party Transactions**

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties have been entered into by the company in its ordinary course of business on an arm's length basis and are in complied with provisions of section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24 related party disclosures specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014.

#### **14. In respect of reporting of Internal Audit System**

- (A) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (B) We have considered the internal audit reports of the Company issued till date for the period under audit.

#### **15. In respect of reporting of Non-Cash Transactions**

In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013.

#### **16. In respect of reporting of Registration u/s 45-IA of RBI Act, 1934**

- (A) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, provisions of clause (xvi) of paragraph 3 of the Order are not applicable.

- (B) The Company has not conducted any Non- Banking Financials or housing Finance Activities. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
- (C) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (D) According to the information and explanations provided to us during the Course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.

#### **17. In respect of reporting of Cash Losses**

According to the information and explanations provided to us the Company has not incurred cash losses in the current and in the immediately preceding financial year.

#### **18. In respect of reporting of Resignation of Statutory Auditors**

There has been no resignation of the statutory auditors during the year. Accordingly, clause 3 (xviii) of the Order is not applicable.

#### **19. In respect of reporting of Financial Ratios**

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

#### **20. In respect of reporting of Corporate Social Responsibility**

In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. .

#### **For PNG & CO**

Chartered Accountants

(Firm's Registration No.021910N)

#### **Neeru Goyal**

Partner

(Membership No. 096095)

UDIN:

Place: Pune

Date:



## Balance Sheet as at 31 March 2023

(Amount in ₹ Lakhs)

Particulars	Schedule No.	As at '31 March 2023	As at '31 March 2022
<b>A. Assets</b>			
<b>1. Property, plant and equipment</b>			
a) Tangible assets			
i) Property, plant and equipment	1	120.57	111.17
iii) Investment	3	22.23	22.23
iv) Other financial assets	4	3.49	1.54
b) Intangible assets	2	(0.00)	0.02
c) Deferred Tax Assets		0.06	-
<b>Total non-current assets</b>		<b>146.35</b>	<b>134.96</b>
<b>2. Current assets</b>			
a) Inventories	5	98.54	100.12
b) Financial assets			
i) Trade receivables	6	-	-
ii) Cash and cash equivalent	7	7.87	10.31
iii) Other assets	8	2.78	0.71
c) Other current assets	9	31.49	16.61
<b>Total current assets</b>		<b>140.68</b>	<b>127.75</b>
<b>Total assets</b>		<b>287.03</b>	<b>262.70</b>
<b>B. Equity and liabilities</b>			
<b>1. Equity</b>			
a) Share capital	10	522.00	522.00
b) Other equity	11	(319.18)	(285.79)
<b>Total equity</b>		<b>202.82</b>	<b>236.21</b>
<b>2. Non current liabilities</b>			
Financial Liabilities			
a) Lease Liabilities		11.61	
b) Long term provisions	12	1.94	2.26
<b>Total non current liabilities</b>		<b>13.55</b>	<b>2.26</b>
<b>3. Current liabilities</b>			
a) Financial liabilities		-	20.00
b) Lease Liabilities		6.22	
c) Short term provisions	13	-	
d) Other current liabilities	14	64.44	4.23
<b>Total Current liabilities</b>		<b>70.66</b>	<b>24.23</b>
<b>Total liabilities</b>		<b>84.21</b>	<b>26.50</b>
<b>Total equity and liabilities</b>		<b>287.03</b>	<b>262.70</b>
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	<b>21 to 34</b>		

The accompanying notes are integral part of these standalone financial statements

As per our Report of even date

**For PNG & CO.**

Chartered Accountants

Firm Registration Number: 021910N

**For and on behalf of Board of Directors**

**Neeru Goyal**

Partner

Membership No. 096095

Place: Pune

Date: May 11, 2023

**Chandar Prakash**

Chief Financial Officer

Add: A-56, Sanjay Camp Kirti Nagar,

New Delhi-110015.

**B.K.Narula**

Chairman and Managing Director

Din:00003629

**Rita Narula**

Director

DIN:00006096

## Statement of Profit and Loss for the period ended 31 March 2023

(Amount in ₹ Lakhs)

Particulars		Schedule No.	For the period ended 31-Mar-23	For the period ended 31-Mar-22
	<b>Income</b>			
<b>I</b>	Revenue from operations	15	73.74	93.73
<b>II</b>	Other income	16	8.49	9.76
<b>III</b>	<b>Total income (I+II)</b>		<b>82.23</b>	<b>103.49</b>
	<b>Expenses</b>			
	Cost of material Consumed	17	38.98	18.55
	Purchases of Stock-in-Trade	18	7.79	52.99
	Changes in Inventories of Finished goods and stock in trade	19	2.27	2.98
	Finance costs (Lease Assets)		0.67	-
	Employee benefits expense	20	30.01	19.56
	Depreciation and amortization	1&2	13.17	12.66
	Other Expenses	21	18.60	15.51
	<b>Total expense (IV)</b>		<b>111.48</b>	<b>122.23</b>
<b>V</b>	<b>Profit/(loss) before Prior Period Items and tax (I-II)</b>		(29.25)	(18.74)
<b>VI</b>	Prior Period Items		5.36	0.61
<b>VII</b>	<b>Profit/(loss) before tax from continuing operations (V-VI)</b>		<b>(34.61)</b>	<b>(19.35)</b>
	Income taxes			
	Current tax		-	-
<b>VIII</b>	Adjustment of tax relating to earlier periods		-	-
	Deferred tax (credit)/charge		(0.06)	-
	<b>Income tax expense</b>		<b>(0.06)</b>	<b>-</b>
<b>IX</b>	<b>(Loss)/Profit for the period (VII-VIII)</b>		<b>(34.55)</b>	<b>(19.35)</b>
<b>X</b>	<b>Other Comprehensive Income</b>			
	A (i) Item that will not be reclassified to profit or loss		1.16	(1.16)
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	B (i) Item that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
<b>XI</b>	<b>Total Comprehensive Income for the year (X+XI)</b>		<b>(33.39)</b>	<b>(20.51)</b>
	<b>Earning per equity share of ₹ 1 each (for continuing operation)</b>			
	Basis (₹)		(0.08)	(0.05)
	Diluted (₹)		(0.08)	(0.05)
	<b>SIGNIFICANT ACCOUNTING POLICIES</b>	21 to 34		

The accompanying notes are integral part of these standalone financial statements

As per our Report of even date

For PNG &amp; CO.

Chartered Accountants

Firm Registration Number: 021910N

For and on behalf of Board of Directors

Neeru Goyal

Partner

Membership No. 096095

Place: Pune

Date: May 11, 2023

Chandar Prakash

Chief Financial Officer

Add: A-56, Sanjay Camp Kirti Nagar,

New Delhi-110015.

B.K.Narula

Chairman and Managing Director

Din:00003629

Rita Narula

Director

DIN:00006096

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2023**

Particulars	(Amount in ₹ Lakhs)	
	31 March 2023	31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit Before Tax</b>	(34.61)	(19.35)
Adjustments for:		
Depreciation and amortization expenses	13.17	12.66
Remeasurement of Gain/ (Loss) on Actuarial Valuation & Investment in equity	1.16	(1.16)
Finance Cost On Lease liabilities	0.67	-
Interest (Income)	(0.13)	(0.18)
Other (Income)	(1.80)	(7.43)
<b>Operating profit before working capital changes</b>	<b>(21.55)</b>	<b>(15.47)</b>
Adjustments for:		
(Increase)/decrease in trade & other receivables	-	-
(Increase)/decrease in other assets	(18.90)	(4.36)
(Increase)/decrease in other liabilities	40.21	15.05
(Increase)/decrease in inventories	1.58	3.17
(Increase)/decrease in provisions	(0.32)	1.49
	<b>1.02</b>	<b>(0.11)</b>
Less: Direct tax paid (net of refund)	-	-
	1.02	(0.11)
Less: Exceptional items		
<b>Net cash flows (used in)/ generated from operating activities after exceptional items</b>	<b>1.02</b>	<b>(0.11)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of property,plant and equipment	(4.71)	(1.57)
Rental Income	1.80	7.40
Interest received	0.13	0.18
Dividend Received	-	0.03
Sale (purchase) of Investment	2.24	-
<b>Net cash flows (used in)/ generated from investing activities</b>	<b>(0.53)</b>	<b>6.04</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Payments for Lease Liabilities	(2.93)	-
<b>Net cash flows (used in)/ generated from financing activities</b>	<b>(2.93)</b>	<b>-</b>
<b>Net Increase/(Decrease) in Cash and Bank balance</b>	<b>(2.44)</b>	<b>5.93</b>
Add: Cash and cash equivalence at beginning of the year	10.31	4.38
Cash and cash equivalence at end of the year	<b>7.87</b>	<b>10.31</b>
<b>Cash and Cash Equivalence as per above comprises of the following</b>		
	<b>31.03.2023</b>	<b>31.03.2022</b>
Cash and Cash Equivalence (Refer Schedule No.7)	7.87	10.31

The accompanying notes are integral part of these standalone financial statements

**Notes:**

1 The cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

As per our Report of even date

**For PNG & CO.**

Chartered Accountants

Firm Registration Number: 021910N

**Neeru Goyal**

Partner

Membership No. 096095

Place: Pune

Date: May 11, 2023

**For and on behalf of Board of Directors**

**Chandar Prakash**

Chief Financial Officer

Add: A-56, Sanjay Camp Kirti Nagar,

New Delhi-110015.

**B.K.Narula**

Chairman and Managing Director

Din:00003629

**Rita Narula**

Director

DIN:00006096

## Statement of Changes in Equity for the period ended 31 March 2023

### Statement of Changes in Equity Share

(Amount in ₹ Lakhs)

	Notes	Amount
As at 1st April, 2021		413
Changes in equity share capital		-
As at 1st April, 2022		413
Changes in equity share capital		-
As at 1st April, 2023		413

### Statement of Changes in Preference Share

(Amount in ₹)

	Notes	Amount
As at 1st April, 2021		109
Changes in Preference share capital		-
As at 1st April, 2022		109
Changes in Preference share capital		-
As at 1st April, 2023		109

### 'Statement of Changes in Other Equity

(Amount in ₹)

	Reserve and Surplus	Capital Reserve	Securities premium account	General Reserves	Retained Earning	Total
Balance as at 1st April, 2022		43	109		(437.81)	(285.79)
Profit (loss) for the year					(34.55)	(34.55)
Prior Period Expense						-
Other Comprehensive Income (loss) for the year					1.16	1.16
<b>Total Comprehensive Income (loss) for the year</b>					(33.39)	(33.39)
Transferred to General Reserve						-
Transferred from Retained Earning						-
<b>Balance as at 31st March, 2023</b>		43	109		(471.19)	(319.18)

The accompanying notes are integral part of these standalone financial statements

As per our Report of even date

For PNG & CO.

Chartered Accountants

Firm Registration Number: 021910N

For and on behalf of Board of Directors

Neeru Goyal

Partner

Membership No. 096095

Place: Pune

Date: May 11, 2023

Chandar Prakash

Chief Financial Officer

Add: A-56, Sanjay Camp Kirti Nagar,

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B.K.Narula

Chairman and Managing Director

Din:00003629

Rita Narula

Director

DIN:00006096

## Notes to Financial Statements for the period ended 31st March, 2023

## 1. Property, plant and equipment

(Amount in ₹ Lakhs)

Particulars	Rate(%)	COST				DEPRECIATION				WDV	
		Total As on 01.04.2022	Addi-tion	Sales / Disposal	Total As on 31.03.2023	As On 1.04.2022	For the year	Adjust-ment	Total As On 31.03.2023	As on 31.03.2023	As on 31.03.2022
<b>Tangible Assets</b>											
Land		41.52	-	-	41.52	-	-	-	-	41.52	41.52
Building	0.10	226.07	-	-	226.07	183.14	4.08	-	187.22	38.86	42.94
Right to Use		11.41	23.74	-	35.15	11.41	2.52	-	13.94	21.22	-
Plant & Machinery	0.18	136.00	-	-	136.00	117.84	3.29	-	121.13	14.87	18.16
Furniture & Fittings	0.26	90.35	-	-	90.35	87.88	0.64	-	88.52	1.83	2.47
Vehicle	0.31	62.02	-	2.22	59.79	57.90	1.29	-	59.18	0.61	4.12
Office Equipments	0.45	69.68	0.93	-	70.61	68.35	0.90	-	69.25	1.36	1.32
Computers	0.63	22.80	0.12	-	22.92	22.15	0.45	-	22.60	0.32	0.65
<b>Total</b>		<b>659.84</b>	<b>24.79</b>	<b>2.22</b>	<b>682.41</b>	<b>548.67</b>	<b>13.16</b>	<b>-</b>	<b>561.84</b>	<b>120.57</b>	<b>111.17</b>
<b>Previous Year</b>		<b>657.72</b>	<b>0.55</b>	<b>-</b>	<b>658.27</b>	<b>523.61</b>	<b>12.43</b>	<b>-</b>	<b>536.03</b>	<b>122.24</b>	<b>134.11</b>

## 2. Other intangible assets

(Amount in ₹)

Particulars	Rate(%)	COST				DEPRECIATION				WDV	
		Total As on 01.04.2022	Addi-tion	Sales / Disposal	Total As on 31.03.2023	As On 1.04.2022	For the year	Adjust-ment	Total As On 31.03.2023	As on 31.03.2023	As on 31.03.2022
<b>Intangible Assets</b>											
Web Portal		37.01	-	37.01	-	36.99	0.00	-	37.00	-	0.52
Softwares		15.25	-	0.00	15.25	15.25	0.00	-	15.25	(0.00)	0.00
<b>Total</b>		<b>52.26</b>	<b>-</b>	<b>37.01</b>	<b>15.25</b>	<b>52.24</b>	<b>0.00</b>	<b>-</b>	<b>52.24</b>	<b>(0.00)</b>	<b>0.52</b>
<b>Previous Year</b>		<b>52.26</b>	<b>-</b>	<b>-</b>	<b>52.26</b>	<b>52.20</b>	<b>0.02</b>	<b>-</b>	<b>52.23</b>	<b>0.03</b>	<b>0.05</b>
<b>Total</b>		<b>712</b>	<b>25</b>	<b>39</b>	<b>698</b>	<b>601</b>	<b>13</b>	<b>-</b>	<b>614</b>	<b>121</b>	<b>112</b>



## Notes to Financial Statements for the period ended 31st March, 2023

(Amount in ` Lakhs)

3	<b>Non Current Financial assets</b>		
	<b>Investment</b>	As at '31 March 2023	As at '31 March 2022
	<b>Investment in Equity</b>		
	Sridhi Infra Pvt. Ltd. (Unquoted share 3200000 of Rs.1 each)	20.10	20.10
	Citizen Co-Operative Bank Ltd. (Unquoted share 800 of Rs 10 Each)	2.13	2.13
	<b>22.23</b>	<b>22.23</b>	

4	<b>Other financial assets</b>		
	<b>Unsecured and considered goods</b>		
	Security Deposits	3.49	1.54
	<b>3.49</b>	<b>1.54</b>	

5	<b>Inventories</b>		
	Raw Material	0.74	0.06
	Finished Goods	97.79	100.06
	<b>98.54</b>	<b>100.12</b>	

6	<b>Current Financial Assets</b>		
	<b>Trade receivables</b>		
	<b>Unsecured and considered goods</b>		
	Trade Receivables		
	More than six Month		-
	Other	-	-
	Receivables from related parties	-	-
Less: Provision for doubtful debt		-	
	-	-	

7	<b>Cash and cash equivalent</b>		
	Cash in hand	2.52	4.48
	<b>Cash In Bank balance</b>		
	Balances with banks:		
	- On current accounts	2.15	2.73
	-Fixed deposits (under lien)	3.20	3.10
	<b>7.87</b>	<b>10.31</b>	

8	<b>Other Assets</b>		
	<b>Unsecured and considered goods</b>		
	Receivables from related parties	1.80	
	Advance to supplier of services	0.98	0.71
	<b>2.78</b>	<b>0.71</b>	

9	<b>Other current assets</b>		
	<b>Unsecured and considered goods</b>		
	Income Tax Receivable	11.90	11.90
	GST Input Receivable	7.10	4.15
	Prepaid Expenses	0.27	0.47
	Other Advances & recoverables	12.21	-
	Others (Recoverable)	-	0.09
	Less: Provision for doubtful	-	-
		<b>31.49</b>	<b>16.61</b>
	3,148,563.95	1,660,849.99	

11	<b>Other Equity</b>		
	Retained earnings	(471.19)	(437.81)
	Capital Reserve	43.18	43.18
	Securities premium account	108.84	108.84
	<b>(319.18)</b>	<b>(285.79)</b>	

12	<b>Long term provisions</b>		
	Provision for leave encashment	-	-
	Provision for gratuity	1.94	2.26
	<b>1.94</b>	<b>2.26</b>	

13	<b>Short term provisions</b>		
	Provision for leave encashment	-	-
	Provision for gratuity		
	<b>-</b>	<b>-</b>	

14	<b>Other current Liabilities</b>		
	Duties & Taxes	0.18	0.10
	Other Liability	4.11	3.08
	Loan from related parties		
	Less than one year	39.50	17.00
	More than one year	20.00	3.00
	Unsecured loan from relatives (repayable on demand)		
	Liability for TDS Demand	0.65	0.65
	<b>64.44</b>	<b>23.83</b>	

(Amount in ₹ Lakhs)

	Particular	As at '31 March 2023	As at '31 March 2022
<b>15</b>	<b>Revenue from operations</b>		
	Sale of Product	73.74	93.73
		<b>73.74</b>	<b>93.73</b>

<b>16</b>	<b>Other income</b>		
	Interest Income	0.13	0.18
	Rental Income	1.80	7.40
	Liabilities written Back	0.17	-
	Profit on sale of fixed assets	6.37	-
	Miscellaneous Income	-	2.15
	Discount Received	0.01	0.03
		<b>8.49</b>	<b>9.76</b>

<b>17</b>	<b>Cost of materials consumed</b>		
	<b>Opening Stock</b>		
	Raw Materials	0.06	20.74
		<b>0.06</b>	<b>20.74</b>
	<b>Add : Purchase</b>	39.68	18.37
	Raw Materials		(20.49)
	Transferred to FG/Trading Goods	-	(0.02)
	Consumables	(0.01)	
		<b>39.67</b>	<b>(2.14)</b>
	<b>Less : Closing Stock</b>		
	Raw Materials	0.74	0.06
		<b>0.74</b>	<b>0.06</b>
	<b>Cost of Materials Consumed</b>	<b>38.98</b>	<b>18.55</b>

<b>18</b>	<b>Purchase of Stock-in-trade</b>		
	Purchase	7.79	52.99
		<b>7.79</b>	<b>52.99</b>

<b>19</b>	<b>Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
	Inventories at the end of the year		
	Finished Goods	97.79	79.57
	Transferred to FG/Trading Goods	-	20.49
		<b>97.79</b>	<b>100.06</b>
	Inventories at the beginning of the year		
	Finished Goods	100.06	82.55
		<b>100.06</b>	<b>82.55</b>
	Net (Increase) / Decrease	<b>2.27</b>	<b>2.98</b>
		226,857	298,073

## Notes to Financial Statements for the period ended 31st March, 2023

(Amount in ₹ in Lakhs)

20	Employee benefits expense	As at '31 March 2023	As at '31 March 2022
	Salaries, wages and bonus	12.7	8.34
	Director's Remuneration	16.2	10.80
	Provision for Gratuity and leave encashment	0.8	0.33
	Staff welfare expenses	0.3	0.08
		<b>30.0</b>	<b>19.56</b>

21	Other expenses		
	Payment to auditor's		
	-Tax Audit	-	-
	- Statutory Audit	0.7	0.73
	Communication expenses	0.3	0.47
	Meeting Expenses	-	2.51
	Electricity & water Charges	3.1	
	Insurance	0.6	0.65
	Rate & Taxes	0.3	0.17
	Labour Charges	0.1	0.18
	Repair & maintenance other	1.0	0.65
	Rent	3.5	0.60
	Printing & Stationery	0.5	0.22
	Sundry Balance W/off	(0.3)	(0.89)
	Legal & professional charges	1.7	1.11
	Membership fees & Subscription	3.5	3.29
	Vehicle Running & maint.	0.4	0.92
	Bank Charges	0.1	0.05
	Registrar & Transfer Agent expenses	0.2	0.29
	Sales Promotion and marketing Expenses	2.1	0.64
	IT Expenses	0.5	0.58
	Security charges	2.9	2.88
	Lease Rent-Building	0.2	-
	Packaging Expenses		0.13
	Miscellaneous expenses	0.3	0.36
		<b>21.5</b>	<b>15.51</b>

**NOTES TO THE FINANCIAL STATEMENTS****For The Financial Year Ended March 31, 2023****Note: - 22 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES****I. Corporate Information**

Orosil Smiths India Limited was incorporated on June 01, 1994, having its Registered Office at Hemkunt Chambers, Flat No. 620 89, Nehru Place New Delhi-110019 and corporate office at A-89, Sector-2, Noida-201301, Uttar Pradesh Its equity shares are listed on the Bombay Stock Exchange ("BSE"). The Company is principally engaged in operating in Gems and Jewellery sector.

The Company altered its Memorandum of Association in the annual general meeting held on 30th September 2019, to expand its operations in the textile sector, however, the operations under the said sector has not been started yet. The management is still looking for the potential opportunity to grow in this sector.

**Authorization of Financial Statements**

The audited Annual Financial Statements along with Notes to Accounts and Statutory Auditor's Report thereon are adopted and approved by Board in its Meeting held on May 11, 2023.

**Significant Accounting Policies followed by the Company****(a) Basis of preparation and presentation of Financial statements****(i) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standard) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

**(ii) Historical cost convention**

The financial statements have been prepared on the basis of going concern under the historical cost convention using the accrual method of accounting basis, except for the following items:

- 1) Defined benefit plans - Plan assets are measured at Fair Value;
- 2) Investment in Equity share of the companies measures at fair value.

**(iii) Current Vs Non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

**(iv) Rounding off**

All amount disclosed in the financial statements and notes have been rounded off to the nearest Rupees Thousands as per the requirement of Schedule III, unless otherwise stated.

**(b) Use of estimates and judgments**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factor (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Difference between actual result and estimates are recognized in the period in which the results are known/materialized.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognized in the period in which the estimates are revised, and future periods are affected.

**(c) Measurement of Fair Value**

The Company's accounting policies and disclosures require the measurement of fair values, for both financial assets and liabilities.



Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the assets or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and lowest priority to Unobservable inputs (Level 3 inputs).

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### **Property, plant and equipment**

The Company had applied for the onetime transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under Ind-AS. Hence regarded as historical cost.

Freehold Land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost of PPE includes borrowing costs directly attributable to acquisition, construction or production of qualifying assets. Qualifying assets are assets which necessarily take a substantial period of time to get ready for its intended use.

### **Subsequent Expenditure**

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

### **De-recognition**

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the item. Any gain or loss arising on disposal or retirement of item of PPE is determined as the difference between the sale proceeds and the carrying amount of the item and is recognized in the statement of profit or loss in the period in which the PPE is derecognized.

### **d) Intangible Assets**

Intangible Assets are recognized initially at acquisition cost and subsequently carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a Written Down Value basis over the estimated lives.

Intangible Assets consist of rights under licensing agreement and software licenses which are amortised over license period.

Gains or Losses arising from the retirement or disposal proceeds and the carrying amount of the assets are recognized as income or expense in the Statement of Profit & Loss.

### **Depreciation methods, estimated useful lives and residual value**

Depreciation on Building, Plant and Equipment, is provided on a pro-rata basis on written Down Value Method (WDV) over the estimated useful life of assets. Leasehold land is amortized over the period of lease. Leasehold improvements are amortized over the period of lease or estimated useful life, whichever is lower.

The company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act. The residual values are not more than 5% of the original cost of the assets. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. In case of pre-owned assets, the useful life is estimated on a case to case basis. Gain and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of Profit and Loss.

Type of Assets Block	Use full-life (In Year)	WDV Rate
Vehicle	8	31.23%
Building (other than factory buildings) other than RCC Frame Structure	30	9.50%
Computer	3	63.16%
Software	6	39.30%
Furniture & Fittings	10	25.89%
Office Equipment	5	45.07%
Plant & Machinery	15	18.10%
Die	1	100%

#### (d) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institution, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subjected to an insignificant risk of changes in value.

#### e) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realizable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out'. Due allowance is estimated and made for defective and obsolete items, wherever necessary. **Non-Current Investments and other non-current assets**

#### Classification

The company classifies its financial assets in following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

#### (i) Measurement

At initial recognition, the Company measures a financial asset at its fair value, Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

#### Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures, and associates at fair value either through other comprehensive income, or through the Statement of Profit and Loss

#### (ii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**(iii) Significant Estimates:**

The carrying value of exposure is determined by an independent valuer. The company uses judgement to select from variety of methods and make assumptions which are mainly based on market conditions existing at the end of each reporting period.

**(e) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if event or changing circumstances indicate that they might be impaired. Other assets are tested for impairment whenever event or changing circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purpose of assessing impairment assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating unit). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(f) Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognized.

**(g) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets are realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses, only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax Assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax Assets can be realized.

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**(h) Manufacturing & Operating expenses**

The company classifies separately manufacturing and operating expenses which are directly linked to manufacturing and service activities of the group.

**(i) Borrowings**

Borrowing is initially recognized at net of transaction costs incurred and measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference share, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference share is recognized in Statement of Profit and Loss as finance costs.

**(j) Segment Reporting**

The Company operates under single operating segment and hence requirement of Segment reporting is not applicable.

**(k) Borrowing Costs**

Borrowing cost directly attributable to the acquisition, construction or production of qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period which they are incurred and reported in finance costs.

**(l) Provisions and contingent liabilities**

Provisions are recognized only when there is present obligation, as a result of past event, and when a reliable estimate of amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligation which will be confirmed only by future events not wholly within the control of the Company; or
- Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefit is probable, related asset is disclosed.

**(m) Revenue Recognition**

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. Therefore, it does not adjust any of the transaction prices for the time value of money.

Revenue from services are recognized as per the contractual arrangement.

**Other Income**

Interest Income: Interest income is recognized on the time proportion basis taking into account outstanding and the rate applicable.

Dividend income is recognized when right to receive payment is established.

**(n) Post-employment, long term and short-term employee benefits****Defined contribution plans**

Provided fund: Contribution towards provided fund for certain employee is made to the regulatory authorities, where the company has no further obligation. Such benefits are classified as Defined contribution schemes as the company does not carry and further obligation, apart from the contribution made on a monthly basis.

**Defined benefit plans**

Gratuity is post-employment benefit defined under The Payment of Gratuity Act, 1972 and in the nature of



defined benefit plan. The liability is recognized in the financial statement in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumption are credit or charged to statement of OCI in the year in which such gains or losses are determined.

#### **Other long-term employee benefits**

Liability in respect of compensated absence is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit cost method.

Actuarial gains and losses arising from past experience and changes in actuarial assumption are charged to statement of profit & loss in the year in which such gains or losses are determined.

#### **Short-term employee benefits**

Expenses in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which service rendered by the employee.

#### **(o) Foreign currency transaction**

##### **(i) Functional and presentation currency**

The financial statement is presented in Indian rupee (INR), Which is Company's function and presentation currency.

##### **ii) Transaction and balances**

Transaction in foreign currencies is recognized at the prevailing exchange on the transaction dates. Realized gains and losses on settlement of foreign currency transaction are recognized in the statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rate and resultant exchange difference is recognized in Statement of Profit and Loss.

##### **(p) Recognition of deferred tax assets**

The extent to which deferred tax assets can be recognized is based on assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

##### **(q) Earnings per share**

Basis earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholder (after deducting attributable taxes) by the weighted average number of equity share outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholder and weighted average number of share outstanding during the period are adjusted for the effects of all dilutive potential equity share.

**(r)** The preparation of company's financial statements requires management to make judgements, estimates and assumptions that effect the reported amounts of revenues, expenses, assets, and liabilities, and related disclosures.

#### ***Significant management judgements and estimates:***

The following are significant management's judgments and estimates in applying the accounting policies of the company that have the most significant effect on the financial statements.

- 1) Deferred tax assets recognition is based on an assessment of the probability of future taxable income against which the deferred tax assets can be utilized.
- 2) The evaluation of applicability of indicators of impairment of assets require assessments of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- 3) At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.
- 4) Management's estimates of the Defined Benefit Obligation (DBO) is based on a number of critical assumptions such as standard rates of inflation, discount rate and anticipation of future salary increase. Variation in this assumption may significantly impact the DBO amount and the annual defined benefit expenses.



- 5) Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instruments. The management uses the best information available. Estimated fair values may vary from the actual price that would be achieved in an arm's length transaction at the reporting date.
- 6) Management reviews its estimates of useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence.

### 23. Contingent Liabilities

- The company has given Bank Guarantee to Sales Tax authorities amounting to Rs. 115,000/- as at March 31, 2020. During the year it is NIL.
- The Income Tax Demand relating to A.Y 2017-18 wherein order demanding INR 56.52 lakh was passed by Income Tax Department, Delhi. However, the Company has filed an appeal against the same.

### 24. Related Party Disclosures

#### (A) List of Related Parties and Relationship

##### Key Management Personnel

Mr. B.K. Narula, Managing Director  
 Mrs. Rita Narula, Whole Time Director  
 Mrs. Bhavana Sampath Kumar, Independent Director  
 Mr. Vinit Aggarwal, Independent Director  
 Mr. Karan Suri, Non-Executive Director  
 Ms. Dinky Bansal, Company Secretary (Up to December, 2022)  
 Mr. Chandar Prakash, Chief Financial Officer (Appointed w.e.f. 28.06.2021)

##### Relative of Key Management Personnel

Mrs. Ridhi Suuri (Also, appointed as Marketing Head of the Company, w.e.f., 18.08.2021)  
 Mrs. Sidhi Narula

##### **Entities over which Key Management Personnel (KMPs) are able to exercise significant influence**

B. K. Narula (HUF)  
 Xtrem Retail Pvt. Ltd.  
 Sridhi Infra Pvt. Ltd.  
 Sukarma Finance Ltd.  
 Privy Corporate and Fiscal Advisors Limited  
 Chik Mik Leasing & Investment Co Pvt. Ltd.

##### **Related Party as per clause (iv) of Section 2(76) of the Companies Act, 2013: A private company in which a director or manager [or his relative] is a member or director;**

Clamp Shoes Private Limited

#### (B) The following transaction were carried out with related party in the ordinary course of business:

Particulars	2022-23	2021-22
<b>Remuneration</b>	<b>In ₹</b>	<b>In ₹</b>
Mr. B.K. Narula	7,20,000	3,60,000
Mrs. Rita Narula	9,00,000	7,20,000
<b>Salary, Bonus &amp; Conveyance</b>		
Ms. Dinky Bansal	3,60,000	3,60,000
Mr. Chandar Prakash	2,36,200	1,63,800

<b>Rent</b>		
Mrs. Rita Narula	60,000	60,000
<b>Rent Received</b>		
Sukarma Finance Ltd.	66,000	97,500
Xtrems Retails Pvt. Ltd	1,14,000	42,750
Clamp Shoes pvt ltd	6,47,115	6,00,000
<b>Loan taken</b>		
Rita Narula	24,50,000	8,09,225
BK Narula	15,00,000	11,75,000
<b>Loan Repayment</b>		
B K Narula	Nil	4,78,000
Mrs. Rita Narula	Nil	9,225
<b>Sales</b>		
B.K.Narula (HUF)	16,75,938	14,72,588
Ms. Ridhiiee Suuri	Nil	Nil
<b>Purchase</b>		
Xtrems Retails Pvt. Ltd	Nil	Nil
B.K.Narula	Nil	3,92,225
<b>Reimbursement</b>		
B K Narula	1,50,000	3,92,225
B K Narula (HUF)	16,75,938	14,72,588
Ms. Ridhi Suri	Nil	958
Sukarma Finance ltd	Nil	5,626
<b>Balance Outstanding as on 31<sup>st</sup> March, 2023</b>		
Chik Mik leasing & Investment Co Pvt. Ltd. (Provision made)	Nil Nil	Nil Nil
Loan Outstanding	59,50,000	20,00,000

## 25. Capital and other Commitment

There are no Capital and other commitment outstanding as at March 31, 2023.

<b>26. Remuneration to Director</b>	Current Year (In ₹)	Previous Year (In ₹)
	16,20,000 /-	10,80,000/-
<b>Amount Paid to Auditors</b>	Current Year (In ₹)	Previous Year (In ₹)
(a) As Audit Fees	72,500/-	72,500/-
(b) For other service	Nil/-	Nil /-

**26.1 Registration of charges or Satisfaction:** There are no charges or satisfaction that are required to be registered with the ROC beyond the statutory period.

**26.2 Relationship with Struck off Companies:** The Company has not entered into any transactions with the struck off Companies during the year.

## 27. Ratio Analysis:

S. No.	Ratio	Numerator	Denominator	2022-23	2021-22	%Change from previous year	Reason for change
1.	Current ratio (in times)	Total Current Assets	Total Current Liabilities	2.00	5.27	99%	Current Ratio has decreased to 5.27 due to increase in short-term borrowing .
2.	Debt-Equity Ratio (in times)	Debt consists of borrowings	Total Equity	NA	NA	NA	Not Required
3.	Debt service coverage ratio (in times)	Earnings for debt service	Debt Service	NA	NA	NA	Not Required
4.	Return on equity ratio (in%)	Profit after Tax	Total Equity	-16%	-9%	-116%	Change is Due to decrease in results.
5.	Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	.10	.73	-90%	Change is Due to increase in cost of materials results
6.	Trade receivable turnover ratio (in times)	Revenue from operations	Average Trade Receivable	NA	NA	NA	Not Required
7.	Trade payable turnover ratio (in times)	Cost of goods sold + other direct expenses	Average Trade payable relating to numerator	NA	NA	NA	Not required
8.	Net capital turnover ratio (in times)	Revenue from operations	Total Equity	.36	.40	-64%	Change is Due to Decrease in results
9.	Net profit ratio (in %)	Profit after tax	Revenue from operations	-45%	-22%	-145%	Change is Due to decrease in profits.

10.	Return on capital employed (in%)	Profit before tax and Finance cost	Capital employed=Total Assets-current liabilities	-13%	-8%	-113%	Change is Due to Decrease in results
11.	Return on investments / Assets (in %)	NA	NA	NA	NA	NA	NA

## 28. Earnings per Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Number of share outstanding during the year	4,13,16,000	4,13,16,000
Net profit after tax available for equity Shareholder (rupees)	(34,54,869)	(19,35,266)
Basis/Diluted earning per equity share (in Rupees)	(0.08)/(0.08)	(0.05)/(0.05)

## 29. Employee Benefits

### Defined Benefits plan

#### (i) Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employee who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employee's last drawn basis salary per month computed proportionately for 15 days' salary multiplied for the number of years of service. The scheme is unfunded. The following table summarize the components of net benefit expense recognized in the Statement of Profit and Loss and the amount recognized in the balance sheet.

Particulars	Gratuity Benefits	
	As at 31 March, 2023	As at 31 March, 2022
Total Expenses recognized in the Statement of profit & Loss	84,167	33,481/-
Actual contribution and benefit payments for year	Nil	Nil
Actual benefit payments	-	-
Actual contributions	-	-
Other comprehensive (income)/- expenses	1,16,330/-	(1,15,578)/-
Net Asset / (liability) recognized in the Balance Sheet (opening)	(2,26,454)	(77,395/-)
Present value of defined benefit obligation	-	-
Fair value of plan assets	-	-
Funded status [surplus / (Deficit)]	-	-

Unrecognized past service costs	-	-
Net assets / (liability) recognized in the Balance Sheet	(1,94,291)	(2,26,454/-)

### Actuarial assumption used

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate	7.22%	6.30%
Salary Growth rate	5%	10%
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	40%	5.00%
Retirement Age	65 years	60 years

### 30. Other Notes:

- Based on the information available with the management, there are no outstanding dues to Micro, Small and medium Enterprises as per Micro, Small and Medium Enterprise Development Act, 2006 as at year end (previous year - Nil)
- Fair value of investment in equity instruments is taken on the basis of audited financial statement available for the F.Y. 2022-23.
- The company does not have any exposure in respect of foreign currency denominated assets and liabilities (not hedged by derivative instruments) as at 31 March, 2023.
- Keeping in view the prudence and absence of virtual certainty of future taxable income, the deferred tax assets on unabsorbed business losses and depreciation has not been created as on the reporting date.

31. Previous year figures have been regrouped whenever is necessary.

### 32. Financial instruments

#### i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs). Financial assets and liabilities measured at fair value - recurring fair value measurements.

₹ In Rupee

Particulars	Level 1	Level 2	Level 3	Total
As at 31 March 2023				
Financial assets				
Investments at fair value through OCI				
Equity Instruments	-	-	22,23,094	22,23,094
<b>Total</b>	-	-	<b>22,23,094</b>	<b>22,23,094</b>
As at 31 March 2022 through OCI				
Financial assets				
Investments at fair value				



Equity Instruments	-	-	22,23,094	22,23,094
<b>Total</b>	-	-	<b>22,23,094</b>	<b>22,23,094</b>

### 33. Financial risk management

#### i) Financial Instruments by Category

₹ In Rupee

Particulars	31 March, 2023		31 March, 2022	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
<b>Financial assets</b>				
Trade receivable	-	NIL	-	Nil
Cash and Cash Equivalents	-	7,87,201	-	1,031,178
Other Financial assets	-	98,443	-	70,943
Other current assets	-	31,48,564	-	16,60,850
<b>Total</b>	-	<b>40,34,208</b>	-	<b>27,62,971</b>
<b>Financial Liabilities</b>				
Borrowings	-	59,50,000	-	20,00,000
Trade payables	-	-	-	-
Other current liabilities	-	4,28,963	-	4,23,143
<b>Total</b>	-	<b>63,78,963</b>	-	<b>24,23,143</b>

- (a) The carrying value of trade receivables, cash and cash equivalents, other bank balances, other financial and other current assets recorded at amortized cost, is considered to be a reasonable approximation of fair value.
- (b) The carrying value of borrowings, trade payables and other financial liabilities and other current liabilities recorded at amortized cost is considered to be a reasonable approximation of fair value.

#### ii) Risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

The Company's risk management is carried out by finance department of the Company under policies approved by the Board of Directors. The Board of Directors provide written principles for overall risk management, as well as policies covering specific areas, such as credit risk, liquidity risk and interest rate.

#### (A) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at reporting date.

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls.

In respect of trade and other receivables, the Company is not exposed to any significant credit risk. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, bank deposits and loans is considered negligible, since the counterparties are reputable organizations with high quality external credit ratings.

The Company does not have any expected loss-based impairment recognized on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

Details of trade receivables that are past due is given below:

₹ In Rupee

Particulars	As at 31 March, 2023	As at 31 March, 2022
Not Due	NIL	NIL
0-30 days past due	NIL	NIL
31-60 days past due	NIL	NIL
61-90 days past due	NIL	NIL
More than 90 days past due	NIL	Nil
<b>TOTAL</b>	<b>NIL</b>	<b>Nil</b>

## (B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Contractual maturities of financial liabilities:

The tables below analysis the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

₹ In Rupee

March 31, 2023	Payable on demand	Less than 1 Year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-Derivatives</b>						
Borrowings	-	59,50,000	-	-	-	59,50,000
Trade Payable	-	-	-	-	-	-
Other current Liabilities	-	4,28,963	-	-	-	4,28,963
<b>Total</b>	<b>-</b>	<b>63,78,963</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>63,78,963</b>

March 31, 2022	Payable on demand	Less than 1 Year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-Derivatives</b>						
Borrowings	-	20,00,000	-	-	-	20,00,000
Trade Payable	-	-	-	-	-	-
Other Financial Liabilities	-	4,23,143	-	-	-	4,23,143
<b>Total</b>	<b>-</b>	<b>24,23,143</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24,23,143</b>

## B) Interest rate risk

The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. As at 31 March, 2023, the Company's exposure to long term borrowing is NIL.

## 34. Capital Management

The Company's capital management objectives are

- To ensure the Company's ability to continue as a going concern
- To provide an adequate return to share holders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.



CIN: L74110DL1994PLC059341

Regd. Office: Flat No. 906, Arunachal Building, 19, Barakhamba Road, New Delhi 110001, India

Corp. Office: A-89, Sector-2, Noida (U.P.) 201301, India

Phone: +91-120-4125476 Email: info@orosil.com Website: www.orosil.com



## ATTENDENCE SLIP

(To be surrendered at the time of entry to the venue)

29<sup>th</sup> Annual General Meeting on Wednesday, 27<sup>th</sup> September, 2023, at 12:30 PM at YWCA of Delhi, Ashoka Road, New Delhi-110001.

Name	
Address	
DP ID	
Client ID	
Regd. Folio No.	
No. of Shares held	

I certify that I am a member / proxy for the member(s) of the Company

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the company to be held on Wednesday, 27<sup>th</sup> September, 2023, at 12:30 PM at YWCA of Delhi, Ashoka Road, New Delhi-110001.

.....  
 .....

Member's/Proxy's name in block letters



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## Form MGT – 11

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

29<sup>th</sup> Annual General Meeting – September 27<sup>th</sup>, 2023

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>Email Id</b>	
<b>Folio No.</b>	
<b>DP ID.</b>	
<b>Client ID</b>	

I/ We, being the member(s) of Orosil Smiths India Ltd. holding..... shares hereby appoint:

1.	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	
2	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	
3	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	
4	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	

As my/ our proxy to attend and vote (on poll) for me/ us and on my/ our behalf at the 29<sup>th</sup> Annual General Meeting of the company to be held on September 27<sup>th</sup>, 2023 at 12:30 AM, at YWCA of Delhi, Ashoka Road, New Delhi-110001

and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
	<b>Ordinary Business</b>		
1	Adoption of Audited Balance Sheet as at March 31, 2023, the Profit and Loss Account for the year ended on that date with the reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Karan Suri( DIN- 01193500)as a Director liable to retire by Rotation.		
3	APPOINTMENT OF M/S D M A R K S & ASSOCIATES CHARTERED ACCOUNTANT AS STATUTORY AUDITOR		

Signed this..... day of.....2023

Affix Revenue Stamp not less than Rs. 0.15
---

.....  
Signature of Member

.....  
Signature of Proxy Holder(s)

Note.:

Affix Revenue Stamp not less than Rs. 0.15 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. For Resolutions and Notes, please refer to the Notice of 29<sup>th</sup> Annual General Meeting of the Company.

3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

4. Please complete all details including details of Member(s) in above box before submission. Signature of Member / Proxy

Note.: 1. Only Member/ Proxy holder can attend the meeting.

2. Members are requested to bring their copies of the Annual Report to the meeting.



